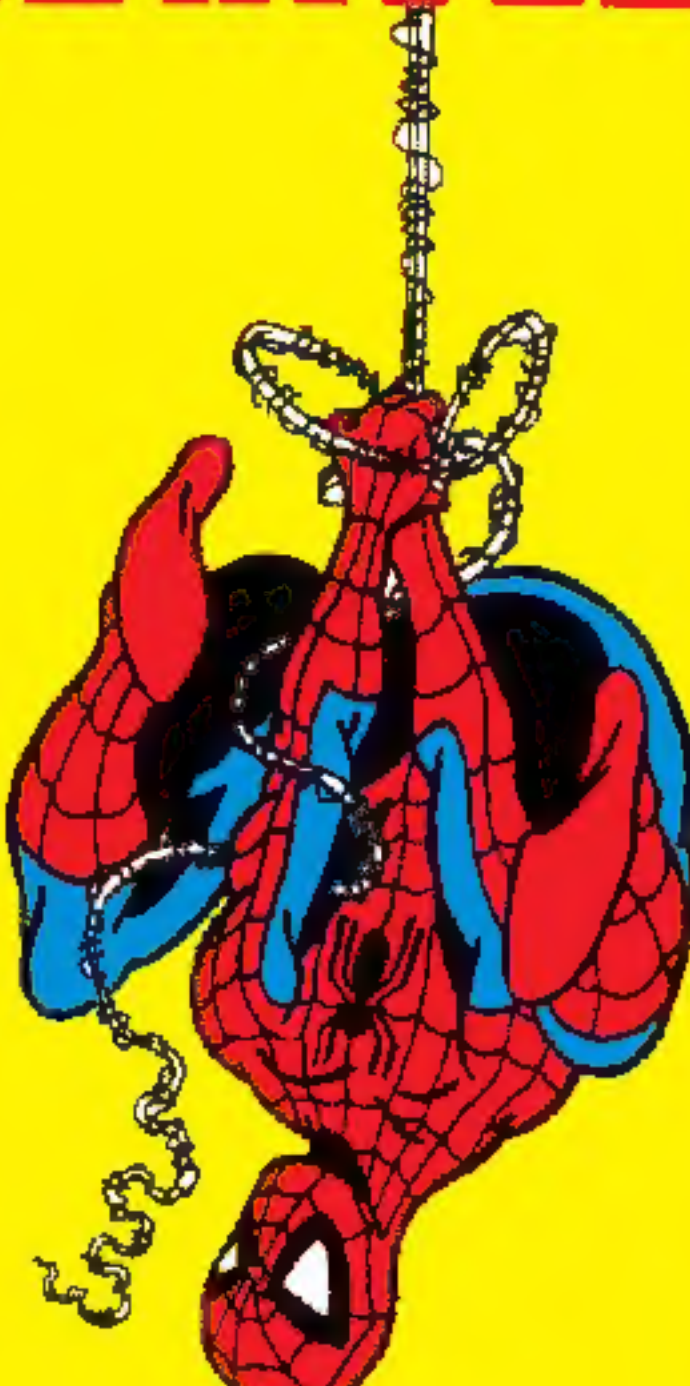


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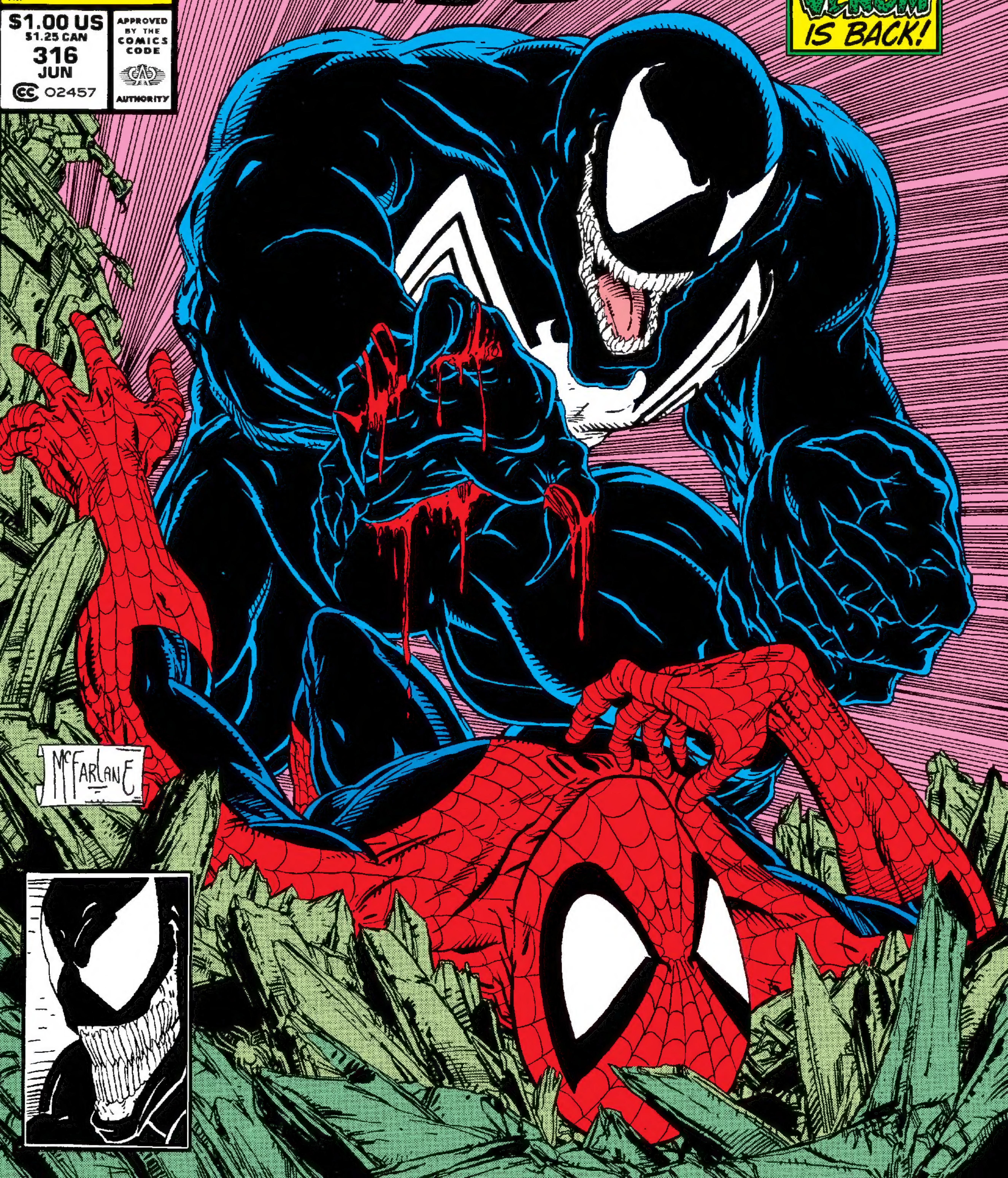
THE NON-MUTANT SUPER HERO!

the AMAZING SPIDER-MAN[®]

VENOM[™]
IS BACK!

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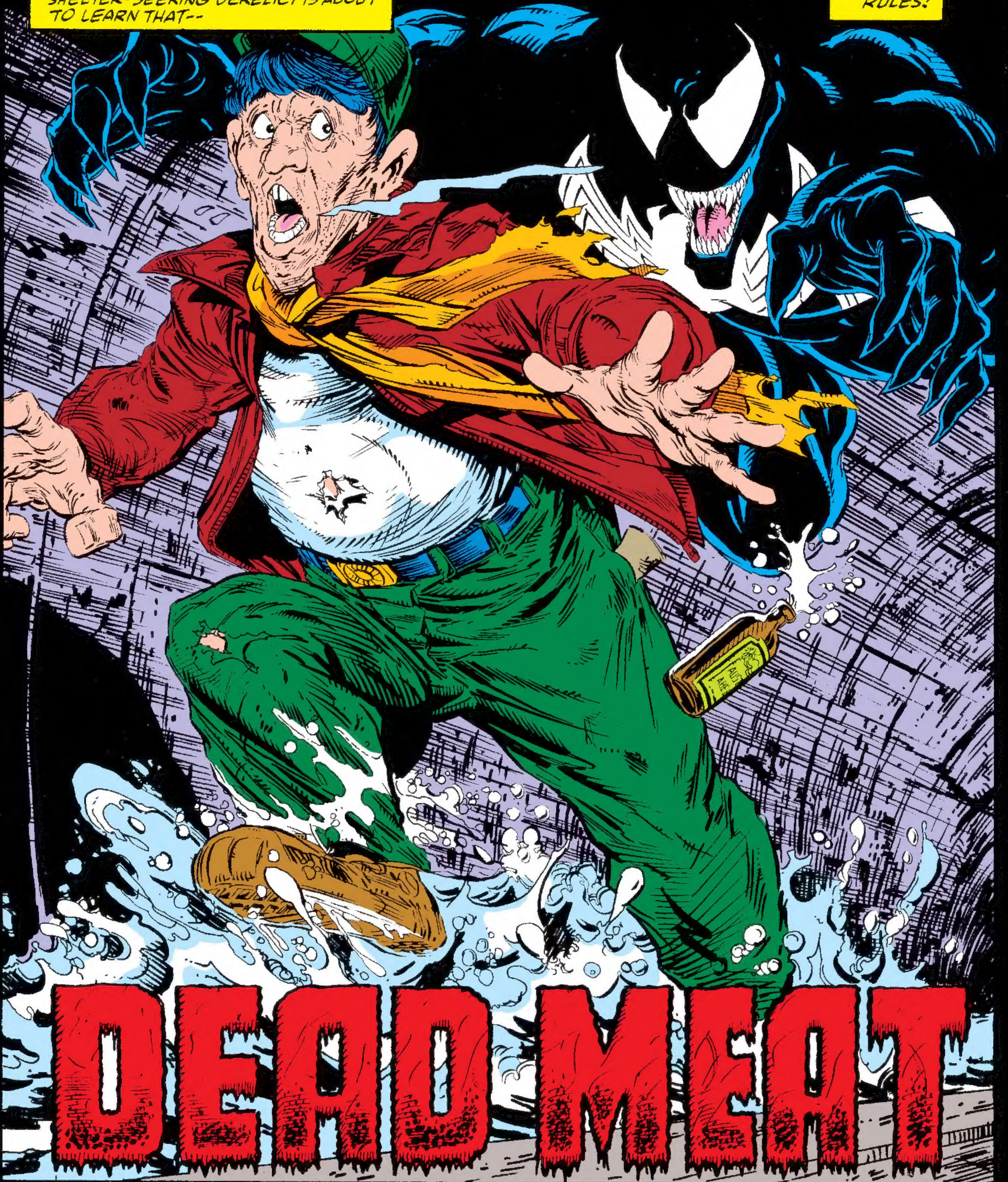
McFARLANE



Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**

NEW YORK CITY: A LONG-FORSAKEN
SUBWAY TUNNEL WHERE A LUCKLESS,
SHELTER-SEEKING DERELICT IS ABOUT
TO LEARN THAT--

-- VENOM
RULES!



DEAD MEAT

DAVID
MICHELINIE
WRITER

TODD
McFARLANE
ARTIST

RICK
PARKER
LETTERER

BOB
SHAREN
COLORIST

JIM
SALICRUP
EDITOR

TOM
DeFALCO
EDITOR IN CHIEF

I'M DISAPPOINTED. I THOUGHT I'D HAVE THESE FORGOTTEN PASSAGEWAYS TO *MYSELF*!

I-I WON'T TELL NO ONE I SAW YA, MISTER! H-HONEST--!

YOUR EYES LIE.

YOUR MOUTH WILL FOLLOW.

WATCH.

PLIP

SEE HOW THE RAT STRUGGLES IN MY AIRTIGHT WEBBING? AND HOW, WHEN I EXTRACT THE OXYGEN FROM THAT MASS--

--THOSE STRUGGLES QUICKLY CEASE?

I HAVE MORE WEBBING, YOU KNOW.

LOTS MORE.

GULP! I-I WON'T SAY A WORD!

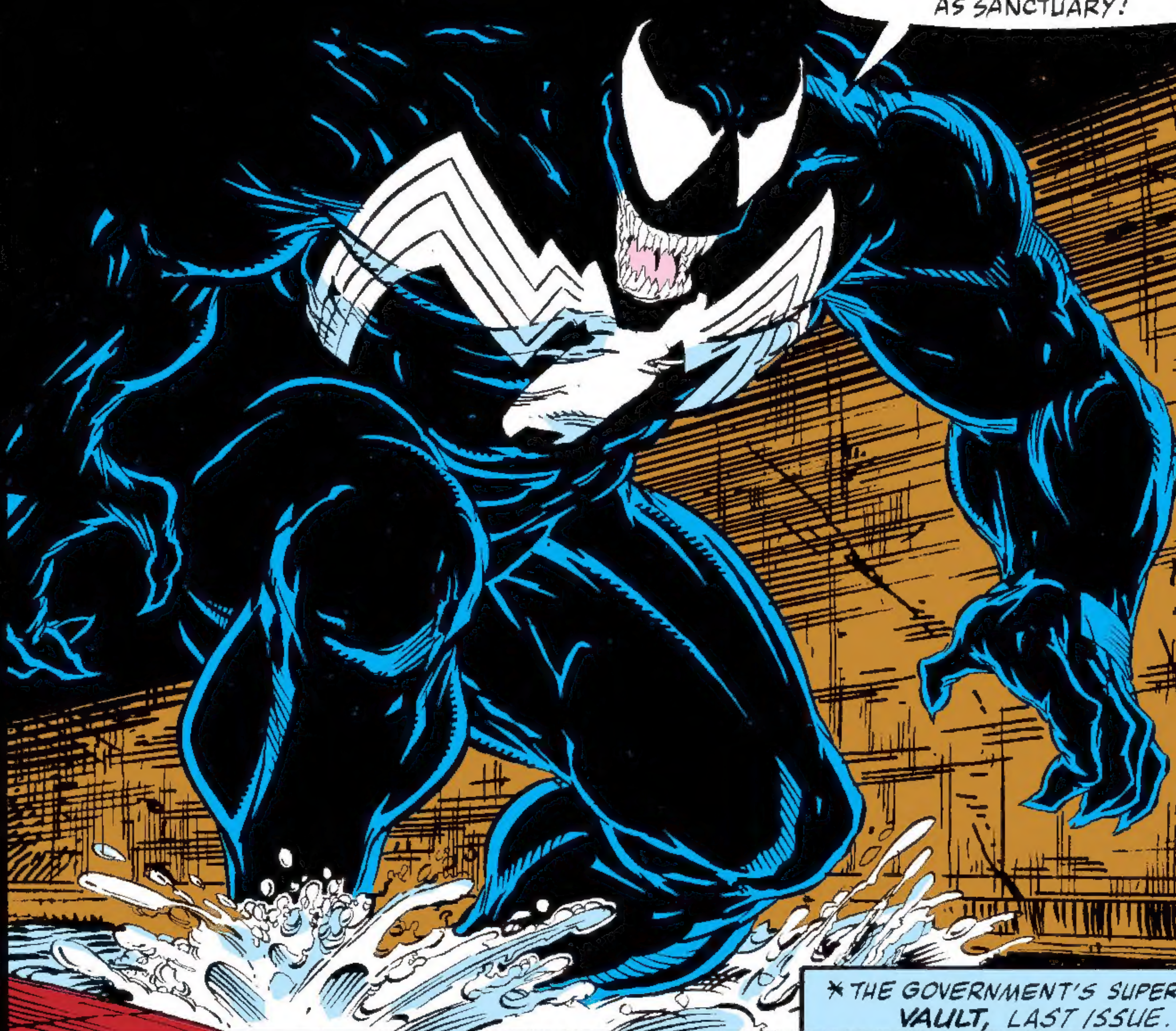
I BELIEVE YOU.

NOW.

WE ARE
SECURE.

THOUGH HAVING ESCAPED *ONE*
CATACOMB MERE DAYS AGO,*
SOME MIGHT THINK IT ODD THAT
WE SHOULD CHOOSE *ANOTHER*
AS SANCTUARY!

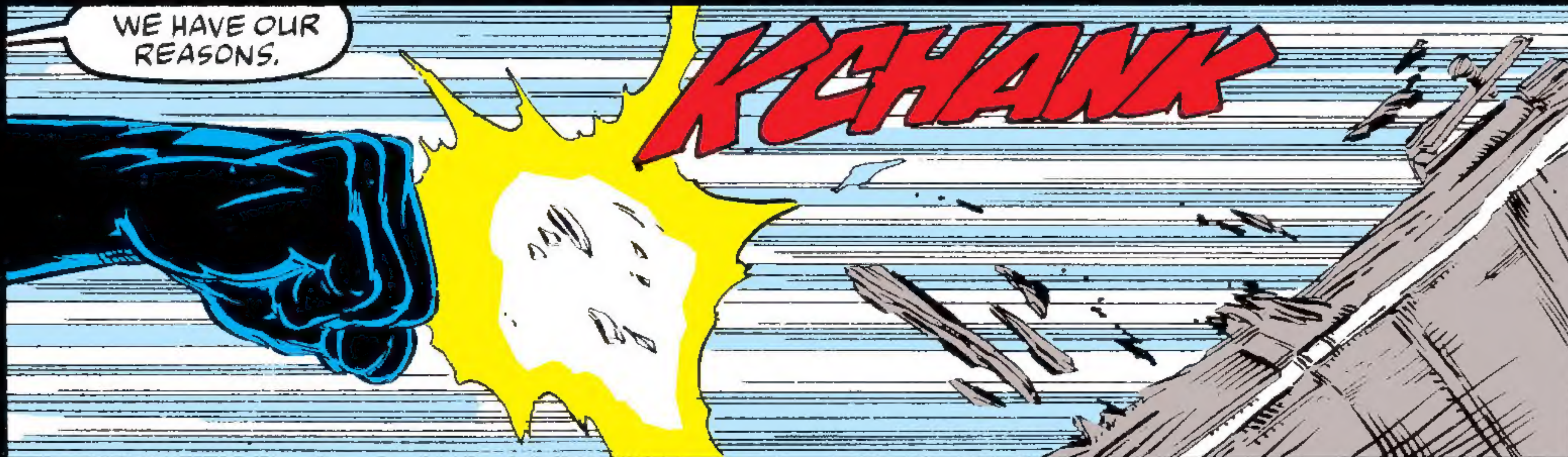
KEEP
OUT



*THE GOVERNMENT'S SUPER-PRISON, THE
VAULT, LAST ISSUE. -- J.S.

WE HAVE OUR
REASONS.

KCHANK

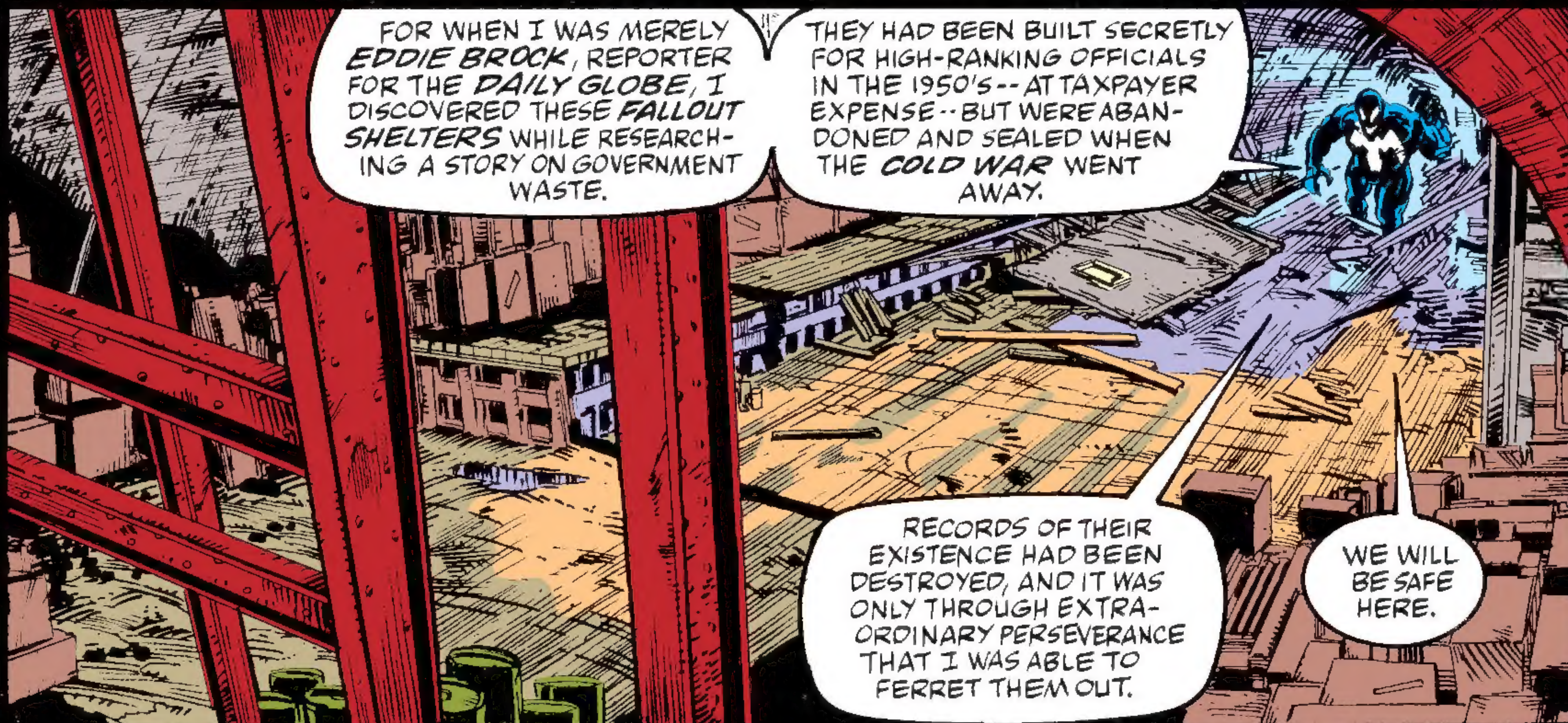


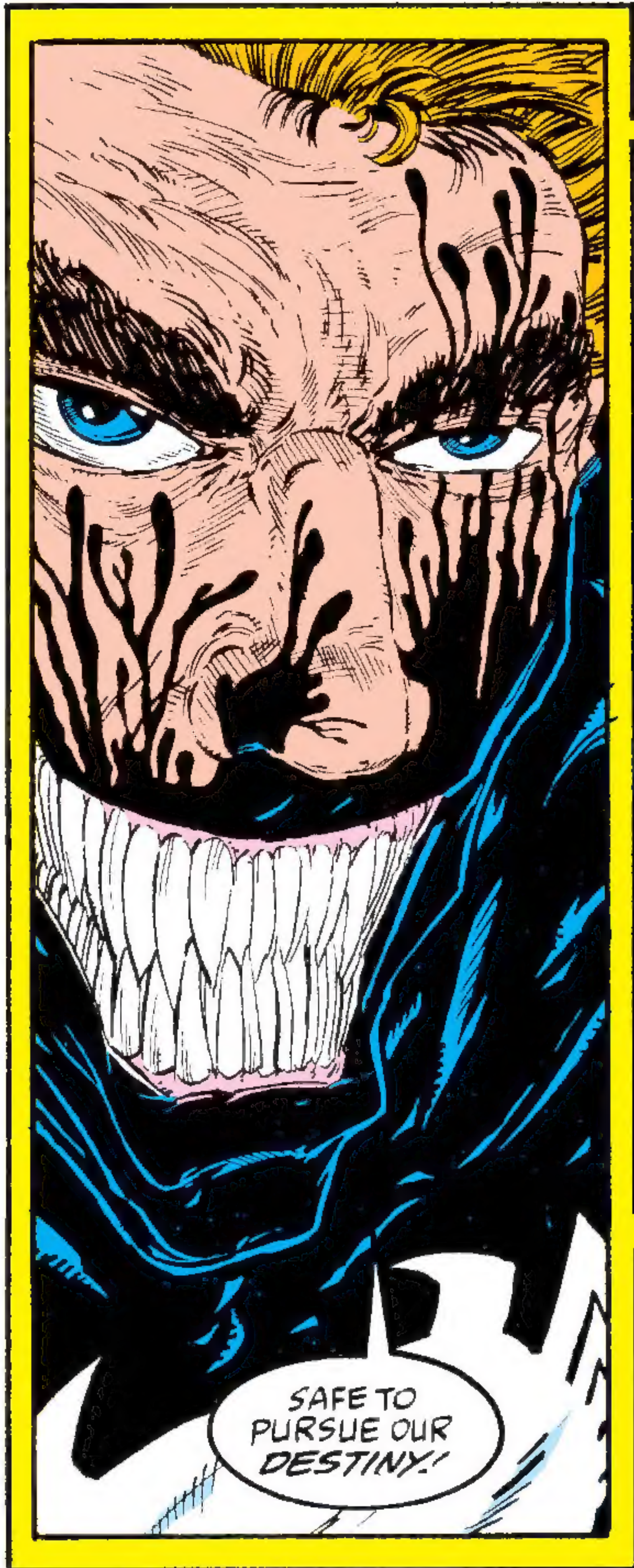
FOR WHEN I WAS MERELY
EDDIE BROCK, REPORTER
FOR THE **DAILY GLOBE**, I
DISCOVERED THESE **FALLOUT**
SHELTERS WHILE RESEARCH-
ING A STORY ON GOVERNMENT
WASTE.

THEY HAD BEEN BUILT SECRETLY
FOR HIGH-RANKING OFFICIALS
IN THE 1950'S-- AT TAXPAYER
EXPENSE-- BUT WERE ABAN-
DONED AND SEALED WHEN
THE **COLD WAR** WENT
AWAY.

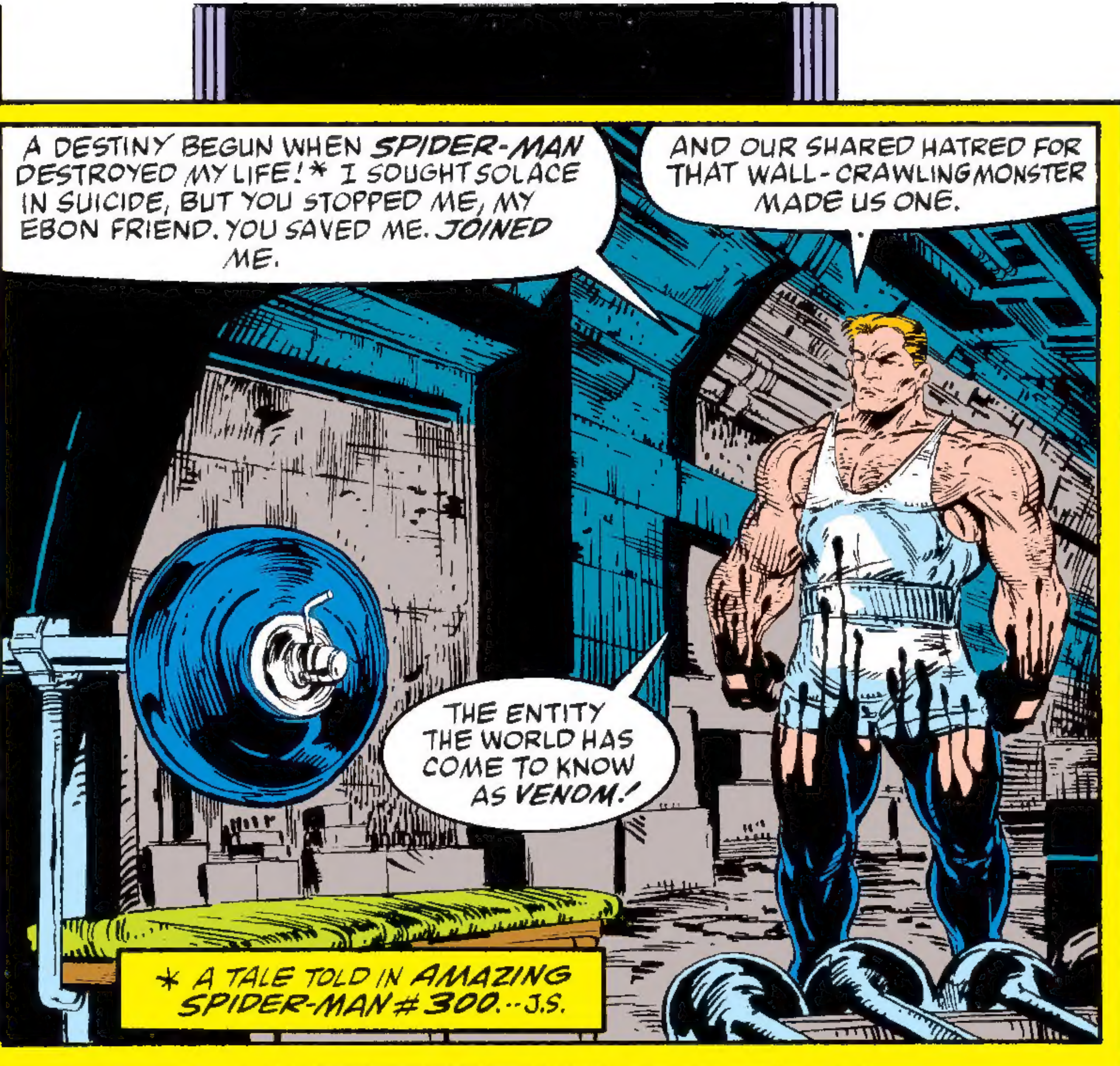
RECORDS OF THEIR
EXISTENCE HAD BEEN
DESTROYED, AND IT WAS
ONLY THROUGH EXTRA-
ORDINARY PERSEVERANCE
THAT I WAS ABLE TO
FERRET THEM OUT.

WE WILL
BE SAFE
HERE.





SAFE TO PURSUE OUR DESTINY!

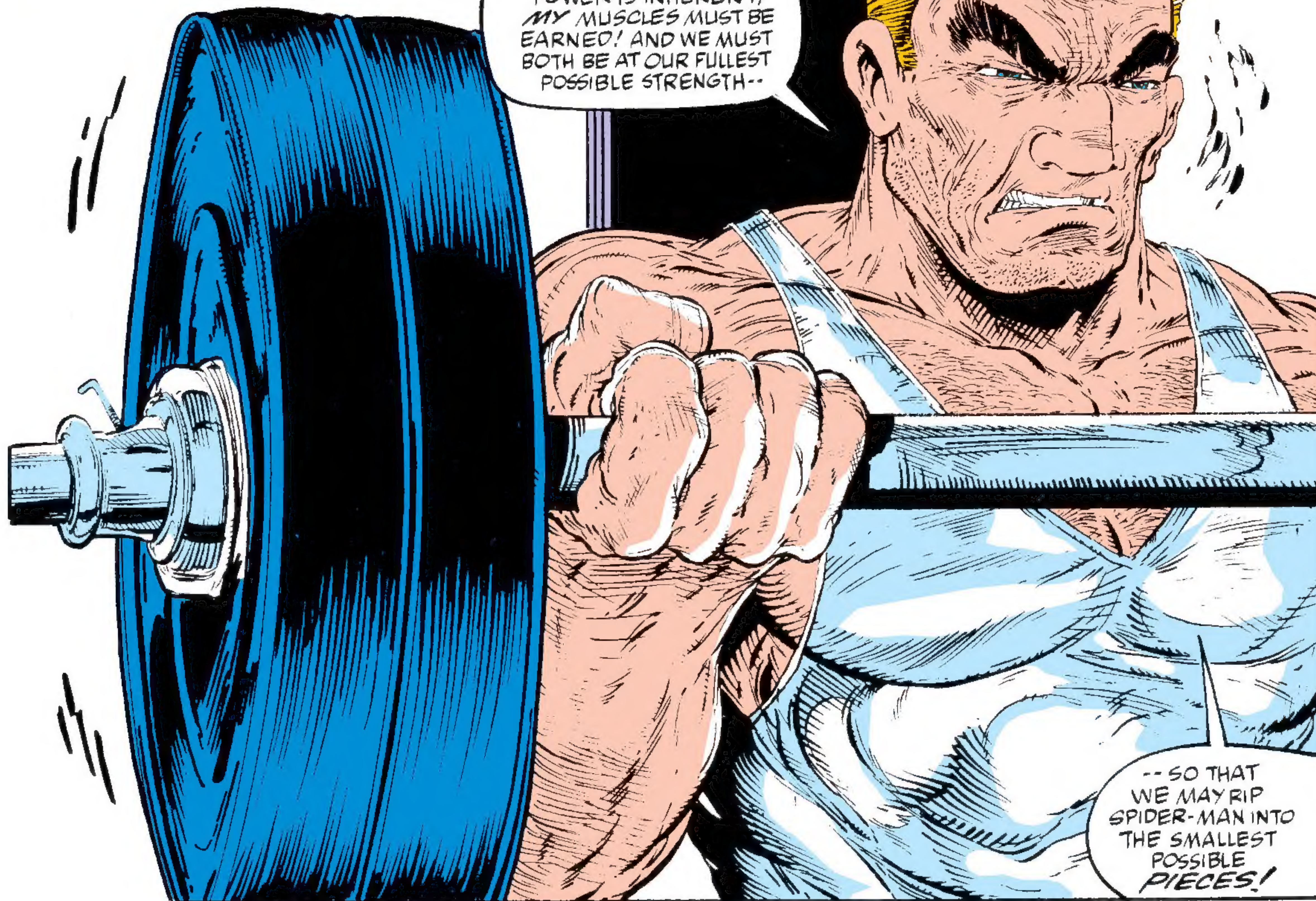


A DESTINY BEGUN WHEN *SPIDER-MAN* DESTROYED MY LIFE! * I SOUGHT SOLACE IN SUICIDE, BUT YOU STOPPED ME, MY EBON FRIEND. YOU SAVED ME. JOINED ME.

AND OUR SHARED HATRED FOR THAT WALL-CRAWLING MONSTER MADE US ONE.

THE ENTITY THE WORLD HAS COME TO KNOW AS VENOM!

* A TALE TOLD IN *AMAZING SPIDER-MAN* #300...J.S.



NOW, WE MUST PREPARE. THESE WEIGHTS ARE RUSTED, DUST-COVERED. BUT THEY WILL SUFFICE.

FOR WHILE *YOUR* POWER IS INHERENT, *MY* MUSCLES MUST BE EARNED! AND WE MUST BOTH BE AT OUR FULLEST POSSIBLE STRENGTH--

-- SO THAT WE MAY RIP SPIDER-MAN INTO THE SMALLEST POSSIBLE *PIECES!*

SPEAK OF THE DEVIL, AND YOU'LL HEAR THE RUSTLE OF HIS WINGS.

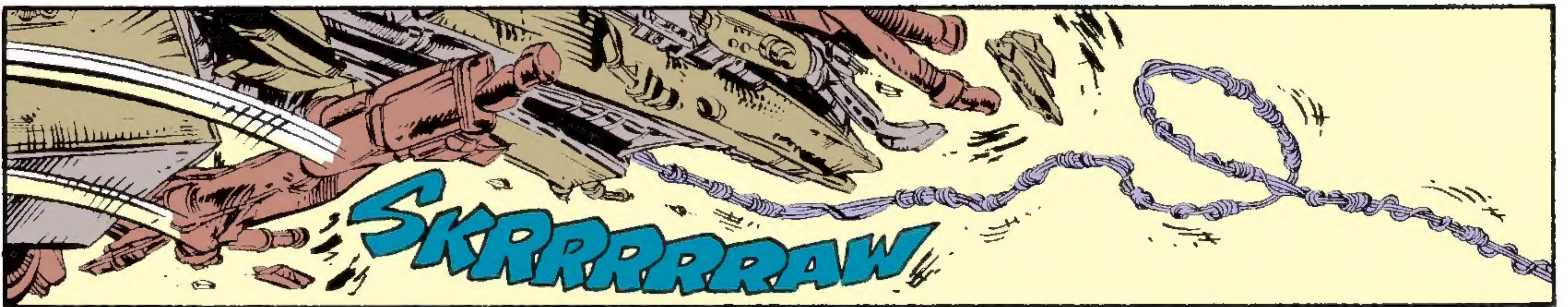
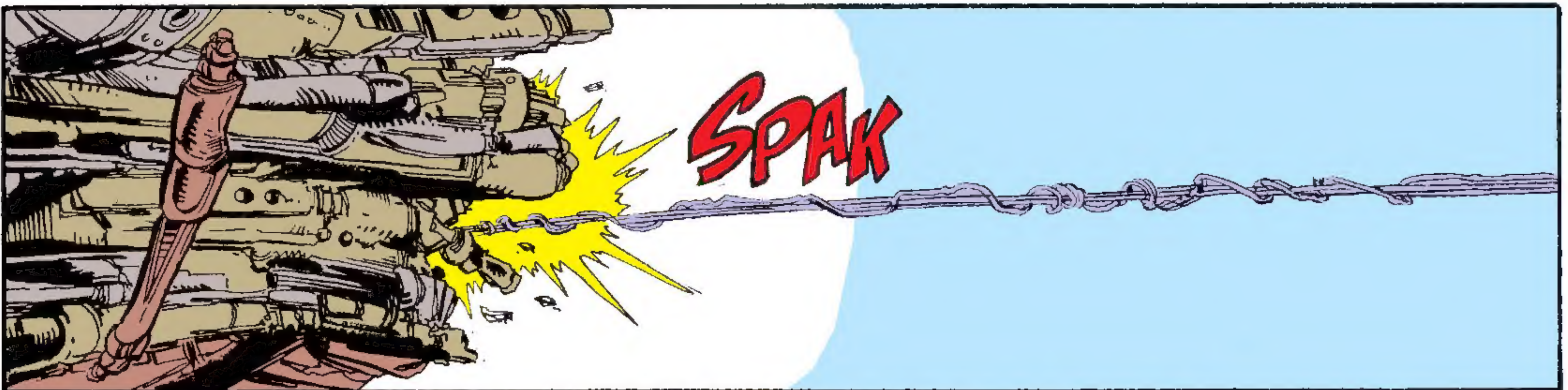
OR IN THIS CASE, THE CLICK OF HIS SHUTTER!

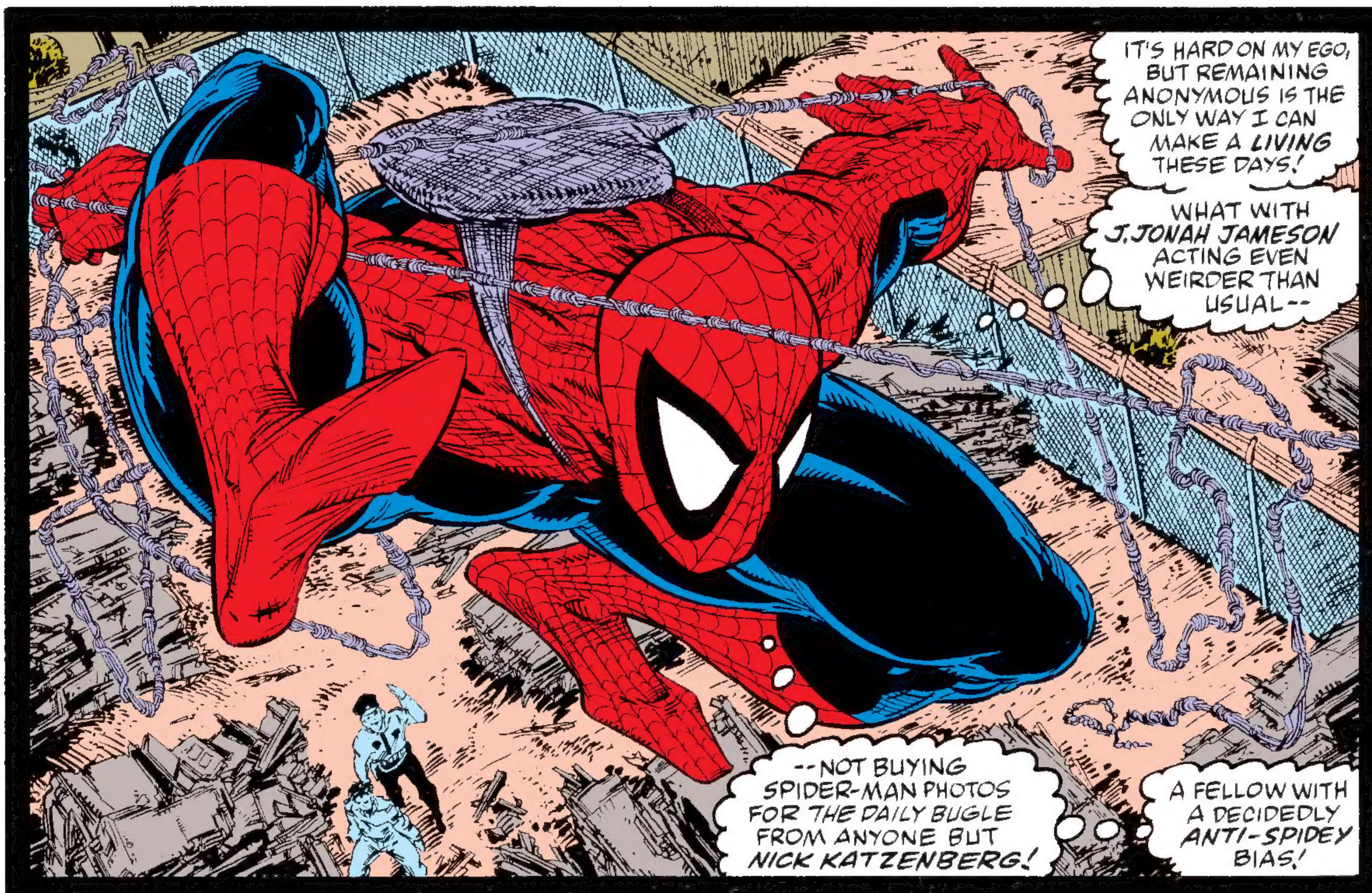
MY CAMERA HAS AN "AUTOMATIC" SETTING. IT SHOULD BE TAKING PICTURES WHILE I HELP THE GOOD GUYS!

BUT I'VE SEARCHED ALL MORNING FOR ACTION I COULD PHOTOGRAPH BUT NOT GET INVOLVED IN. AND NOW THAT I'VE FOUND IT--

-- I'D BETTER TAKE ADVANTAGE OF IT! BESIDES, THE POLICE SHOULDN'T HAVE ANY TROUBLE NABbing THAT BANK ROBBER. I MEAN, IT'S NOT LIKE HE HAD A GUN OR--

"...NUTS."



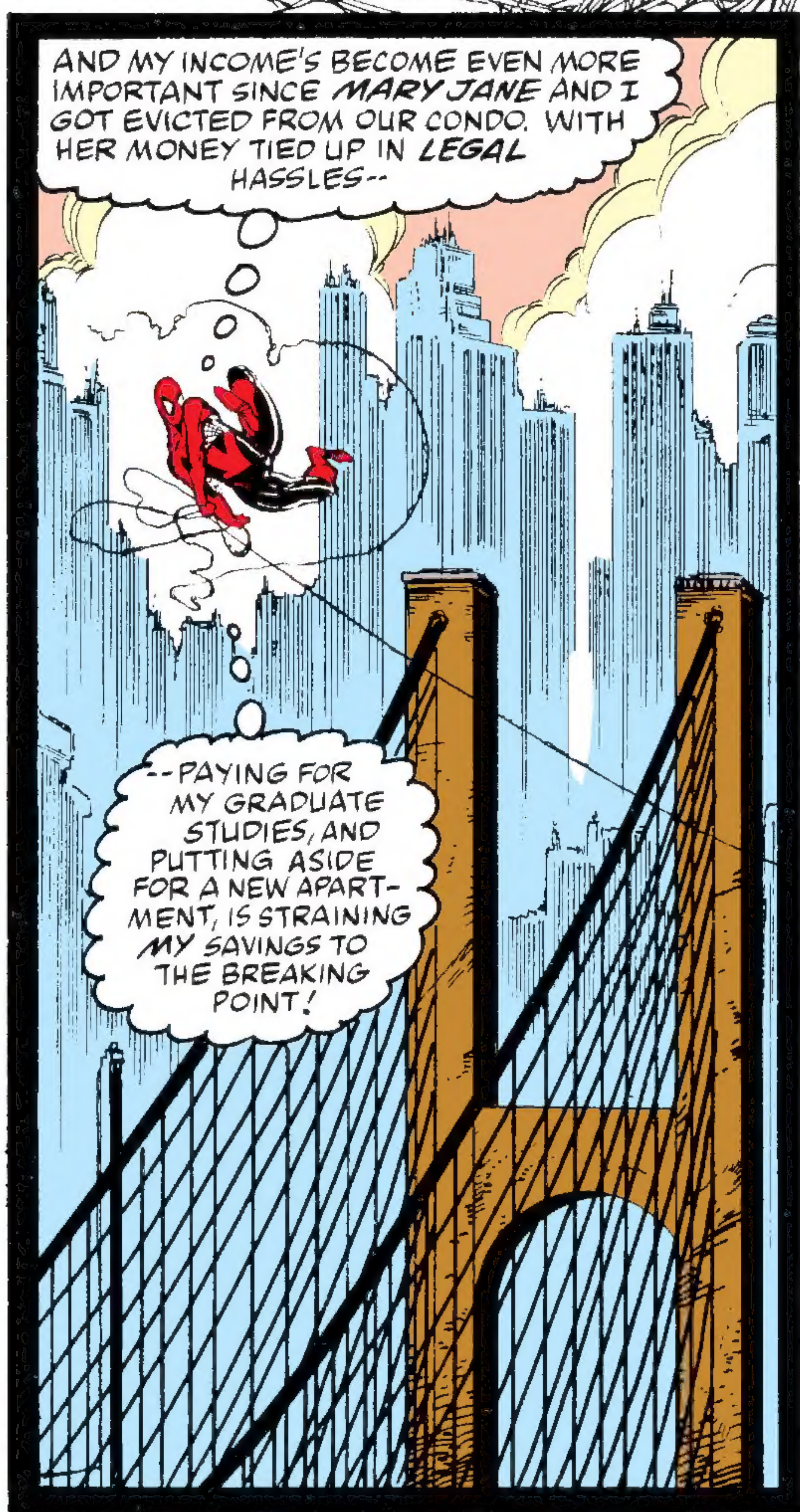


IT'S HARD ON MY EGO,
BUT REMAINING
ANONYMOUS IS THE
ONLY WAY I CAN
MAKE A LIVING
THESE DAYS!

WHAT WITH
J. JONAH JAMESON
ACTING EVEN
WEIRDER THAN
USUAL--

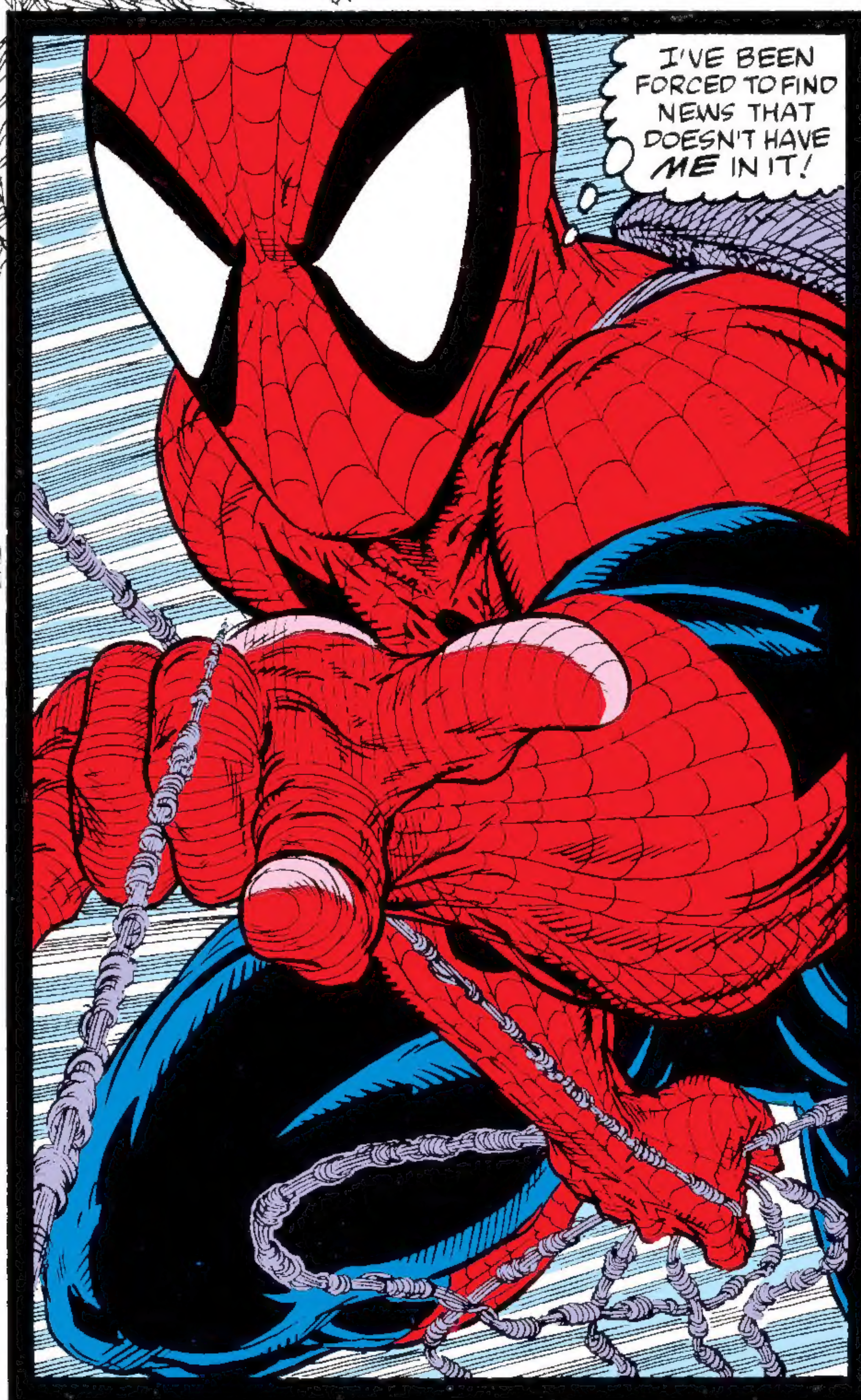
--NOT BUYING
SPIDER-MAN PHOTOS
FOR THE DAILY BUGLE
FROM ANYONE BUT
NICK KATZENBERG!

A FELLOW WITH
A DECIDEDLY
ANTI-SPIDEY
BIAS!

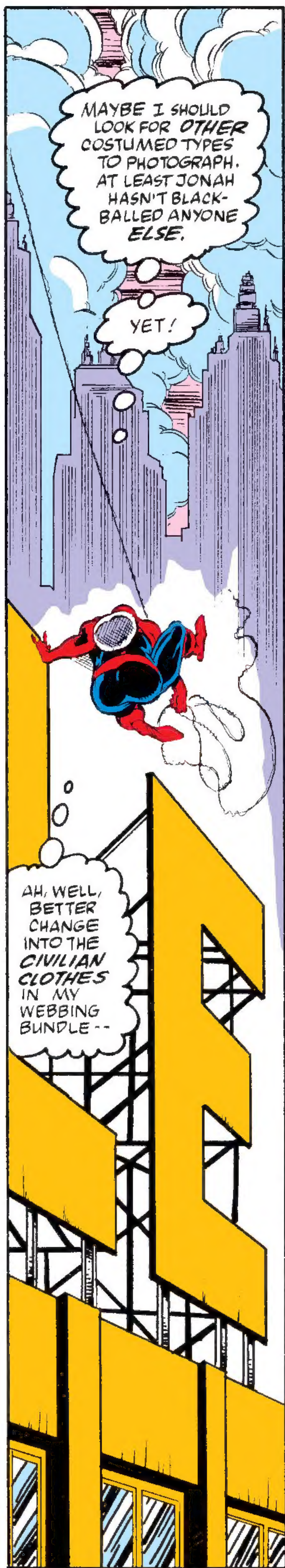


AND MY INCOME'S BECOME EVEN MORE
IMPORTANT SINCE *MARYJANE* AND I
GOT EVICTED FROM OUR CONDO. WITH
HER MONEY TIED UP IN *LEGAL*
HASSLES--

--PAYING FOR
MY GRADUATE
STUDIES, AND
PUTTING ASIDE
FOR A NEW APART-
MENT, IS STRAINING
MY SAVINGS TO
THE BREAKING
POINT!



I'VE BEEN
FORCED TO FIND
NEWS THAT
DOESN'T HAVE
ME IN IT!



MAYBE I SHOULD LOOK FOR **OTHER** COSTUMED TYPES TO PHOTOGRAPH. AT LEAST JONAH HASN'T BLACK-BALLED ANYONE **ELSE**.

YET!

AH, WELL, BETTER CHANGE INTO THE **CIVILIAN CLOTHES** IN MY WEBBING BUNDLE--



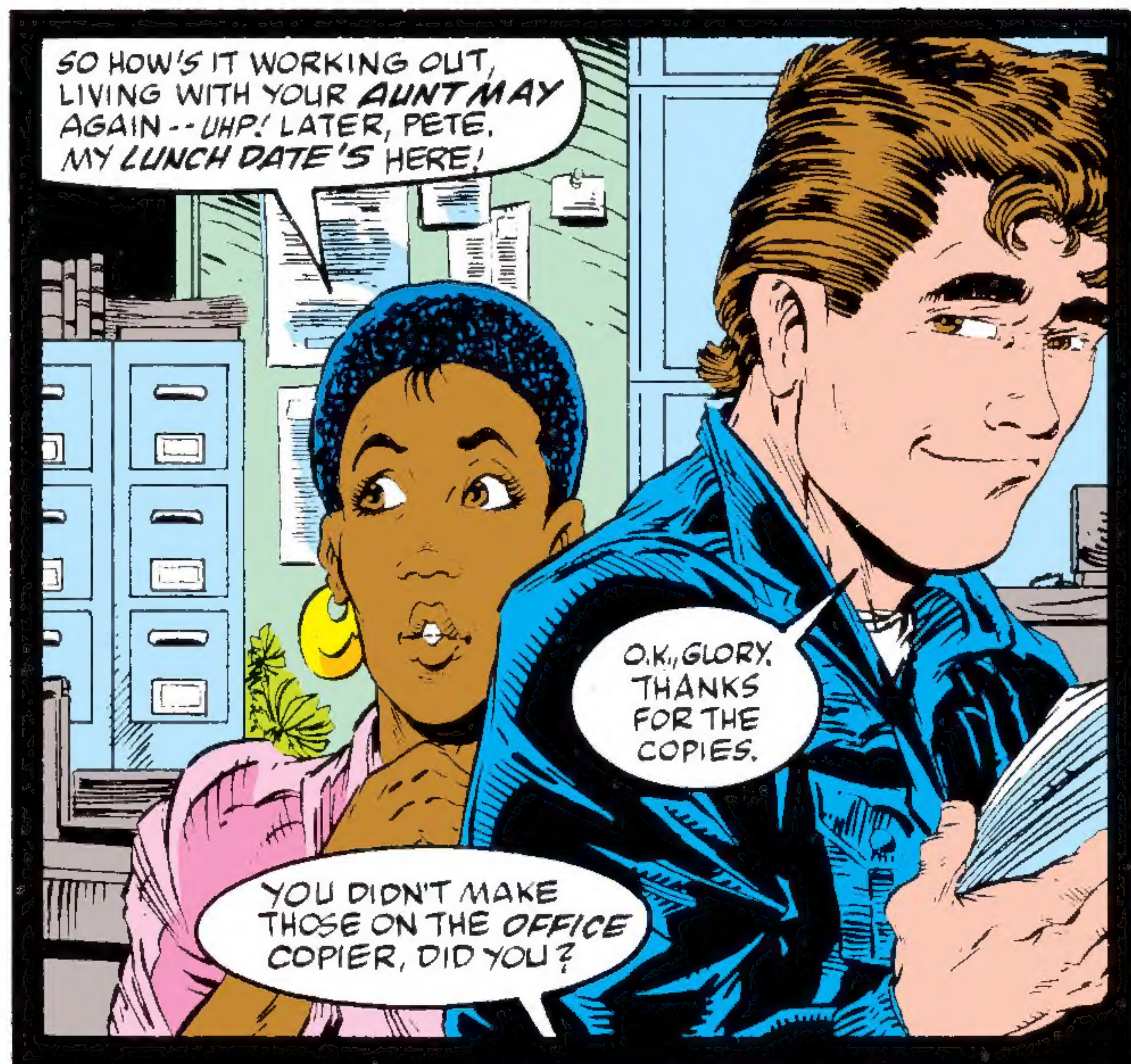
-- AND LET **PETER PARKER** PEDDLE HIS **WARES**!



INSIDE, AT **GLORIA GRANT'S** WORK STATION...

HI, **PETER**! HERE ARE THOSE **CHANGE OF ADDRESS** NOTICES YOU ASKED ME TO RUN OFF.

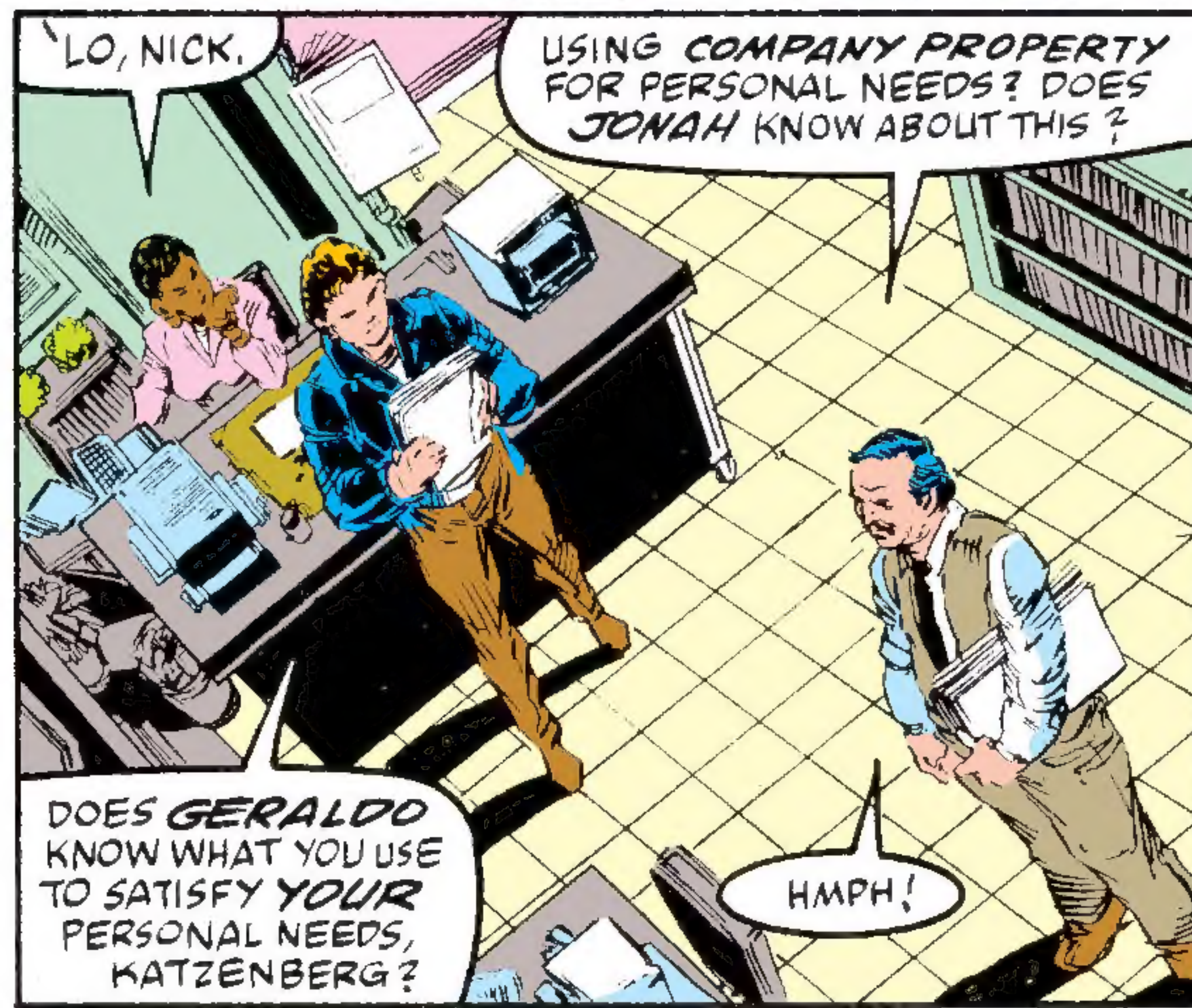
GREAT!



SO HOW'S IT WORKING OUT, LIVING WITH YOUR **AUNT MAY** AGAIN -- UHP! LATER, **PETE**, MY **LUNCH DATE'S** HERE!

O.K., **GLORY**. THANKS FOR THE COPIES.

YOU DIDN'T MAKE THOSE ON THE **OFFICE** COPIER, DID YOU?

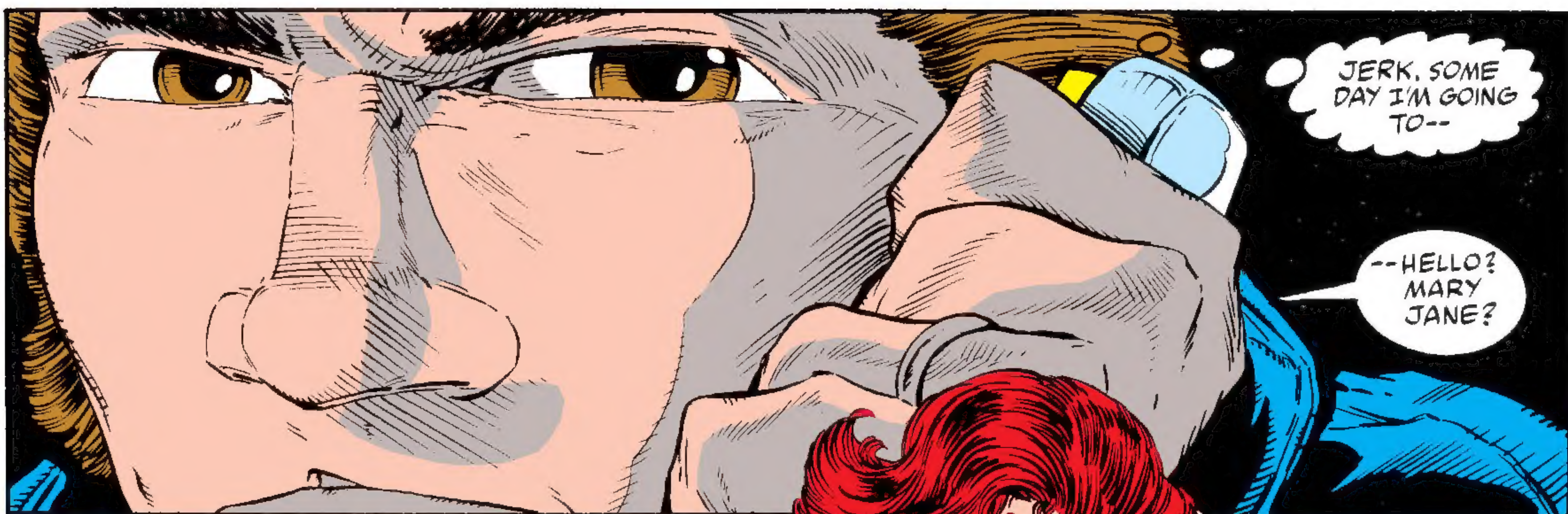


'LO, **NICK**.

USING **COMPANY PROPERTY** FOR PERSONAL NEEDS? DOES **JONAH** KNOW ABOUT THIS?

DOES **GERALDO** KNOW WHAT YOU USE TO SATISFY **YOUR** PERSONAL NEEDS, **KATZENBERG**?

HMPH!



JERK. SOME DAY I'M GOING TO--

--HELLO? MARY JANE?

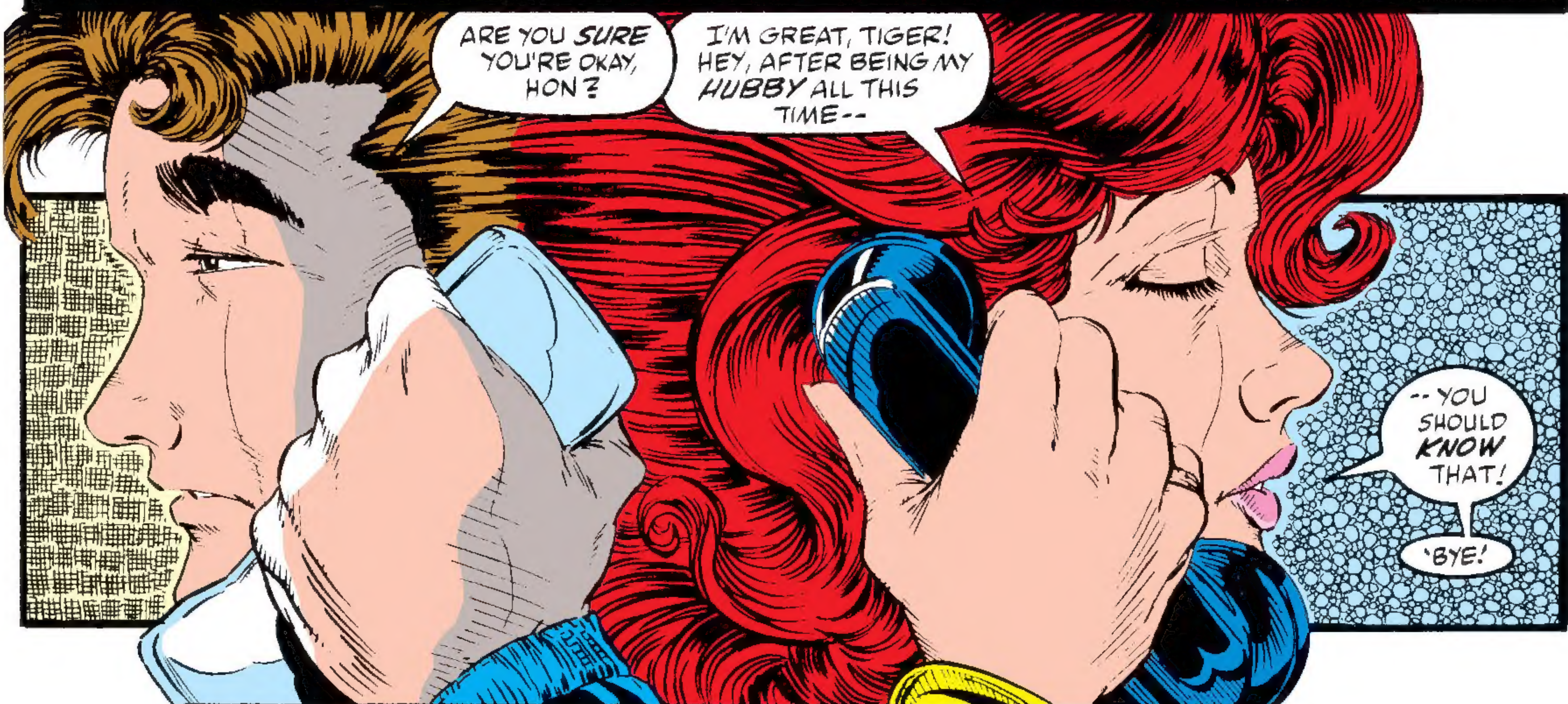


HI, SWEETHEART! I WAS JUST ON MY WAY OUT! HMMM? NO, I'M NOT DOING THAT FASHION SHOOT, AFTER ALL. THEY CANCELED AT THE LAST MINUTE.

UH-HUH, LIKE THE OTHERS.

NO, I'M FINE. REALLY!

I'M GOING TO USE THE TIME TO DO SOME APARTMENT HUNTING, AND TO PICK UP THOSE PROPERTY FORMS AT OUR OLD CONDO IN THE BEDFORD.



ARE YOU SURE YOU'RE OKAY, HON?

I'M GREAT, TIGER! HEY, AFTER BEING MY HUBBY ALL THIS TIME--

--YOU SHOULD KNOW THAT!

'BYE!

MJ'S A REAL TROOPER. SHE'S WORRIED ABOUT THE **DOWNSWING** HER MODELING CAREER HAS TAKEN, AND FEELS BAD THAT WE WERE EVICTED BECAUSE SOME JEALOUS LUNATIC HAD A **CRUSH** ON HER. BUT SHE'S REALLY HIDING IT--

--EH? **SPIDER-SENSE!** USUALLY WARNS OF DANGER!

BUT LATELY IT'S BEEN BUZZING WHEN GLORY'S NEW BOYFRIEND IS AROUND!

SURE WISH I KNEW WHY.*

* PERHAPS BECAUSE HE'S A WEREWOLF! SEE CURRENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS. --J.S.

BUT WHILE PETER PARKER PONDER'S, A LITHE FORM LEAPS FROM AN UPPER WEST-SIDE ROOF--TOP--

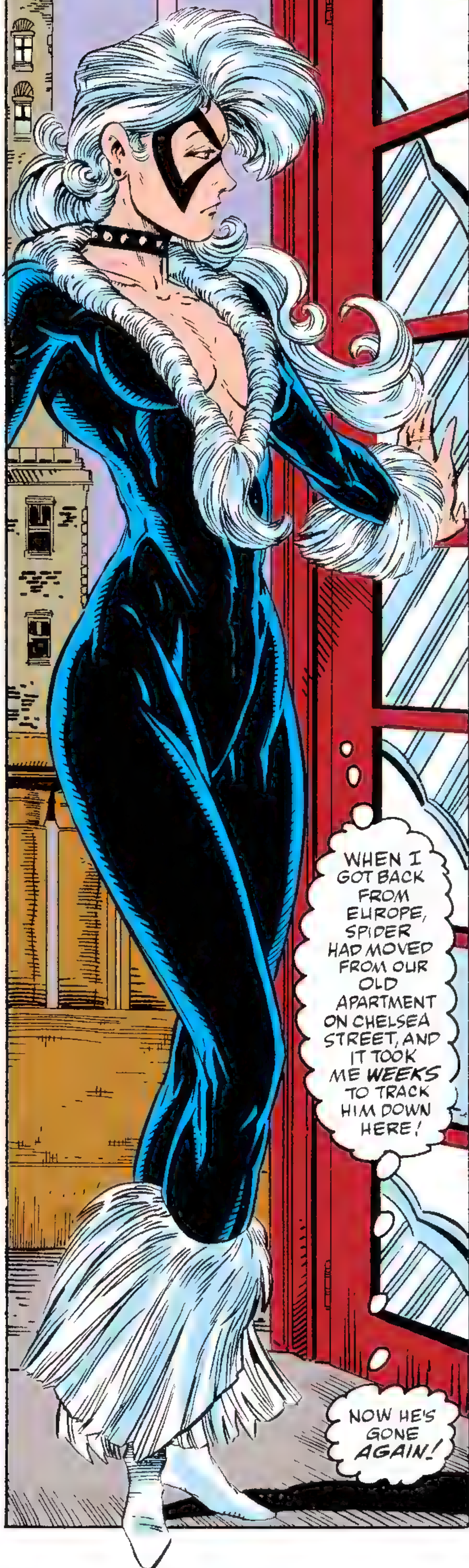


--LANDING ON A BALCONY AT THE BEDFORD TOWERS, A TERRACE ONCE USED BY SPIDER-MAN FOR CLANDESTINE ENTRY, AND NOW USED BY--

--THE BLACK CAT!

NO FURNITURE? HE'S MOVED OUT?!

BLAST!



WHEN I GOT BACK FROM EUROPE, SPIDER HAD MOVED FROM OUR OLD APARTMENT ON CHELSEA STREET, AND IT TOOK ME **WEEKS** TO TRACK HIM DOWN HERE!

NOW HE'S GONE AGAIN!

WE WERE IN LOVE, BUT I FLEW THE COOP. EVEN THOUGH I'D LOST MY **BAD LUCK** POWERS, AND KNEW THEY WOULDN'T BE A DANGER TO SPIDER!

I GOT MIXED UP WITH THAT SNAKE CALLED **THE FOREIGNER** FOR A WHILE, BUT NOW I KNOW THAT SPIDER AND I WERE **MEANT** TO BE TOGETHER IF ONLY I CAN FIND--

WHERE IS HE?

PARKER'S FLED HIS LAIR! BUT YOU KNOW **WHO** HE IS--YOU MUST KNOW **WHERE** HE IS!

TELL ME!

SPIDER...?

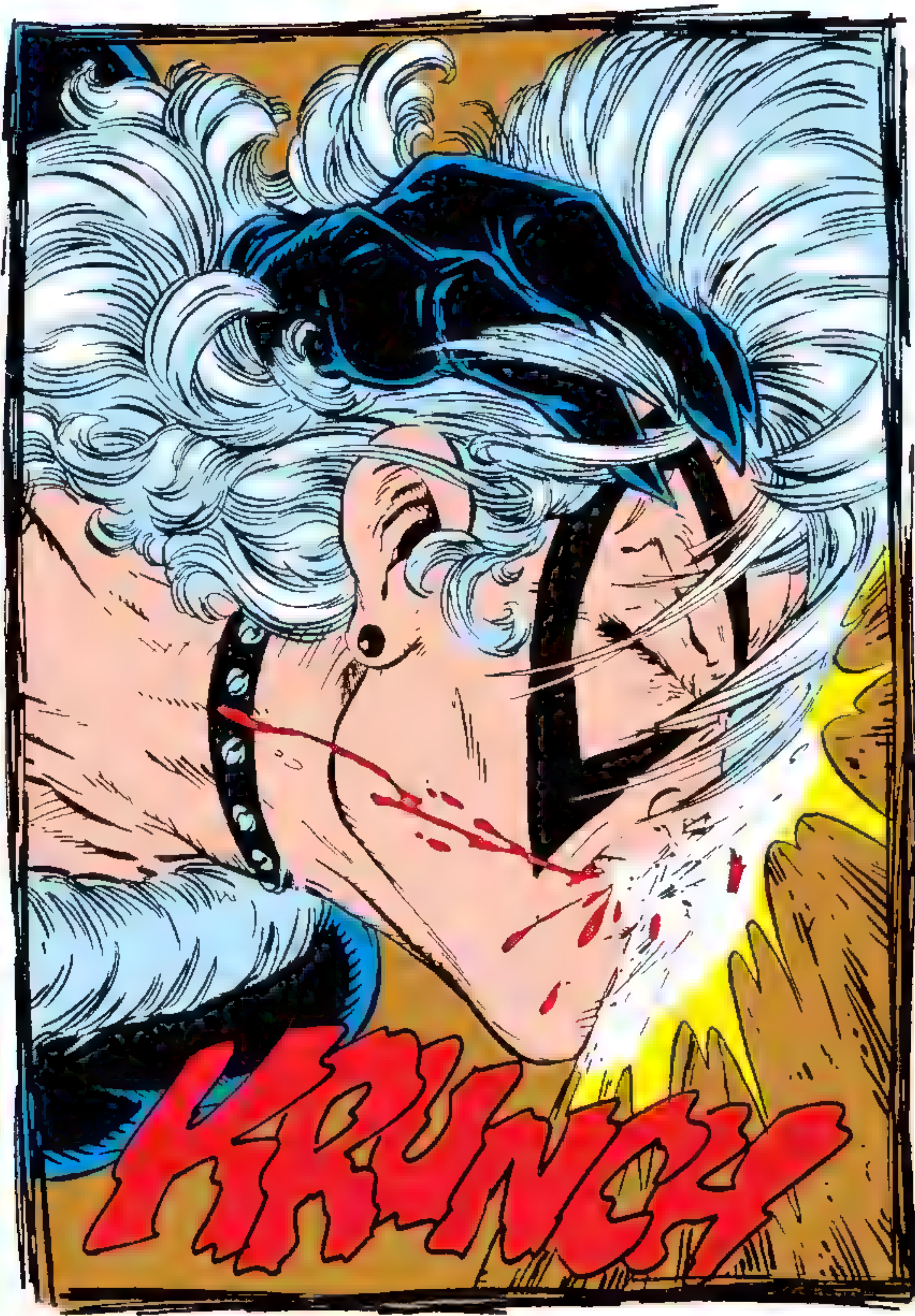
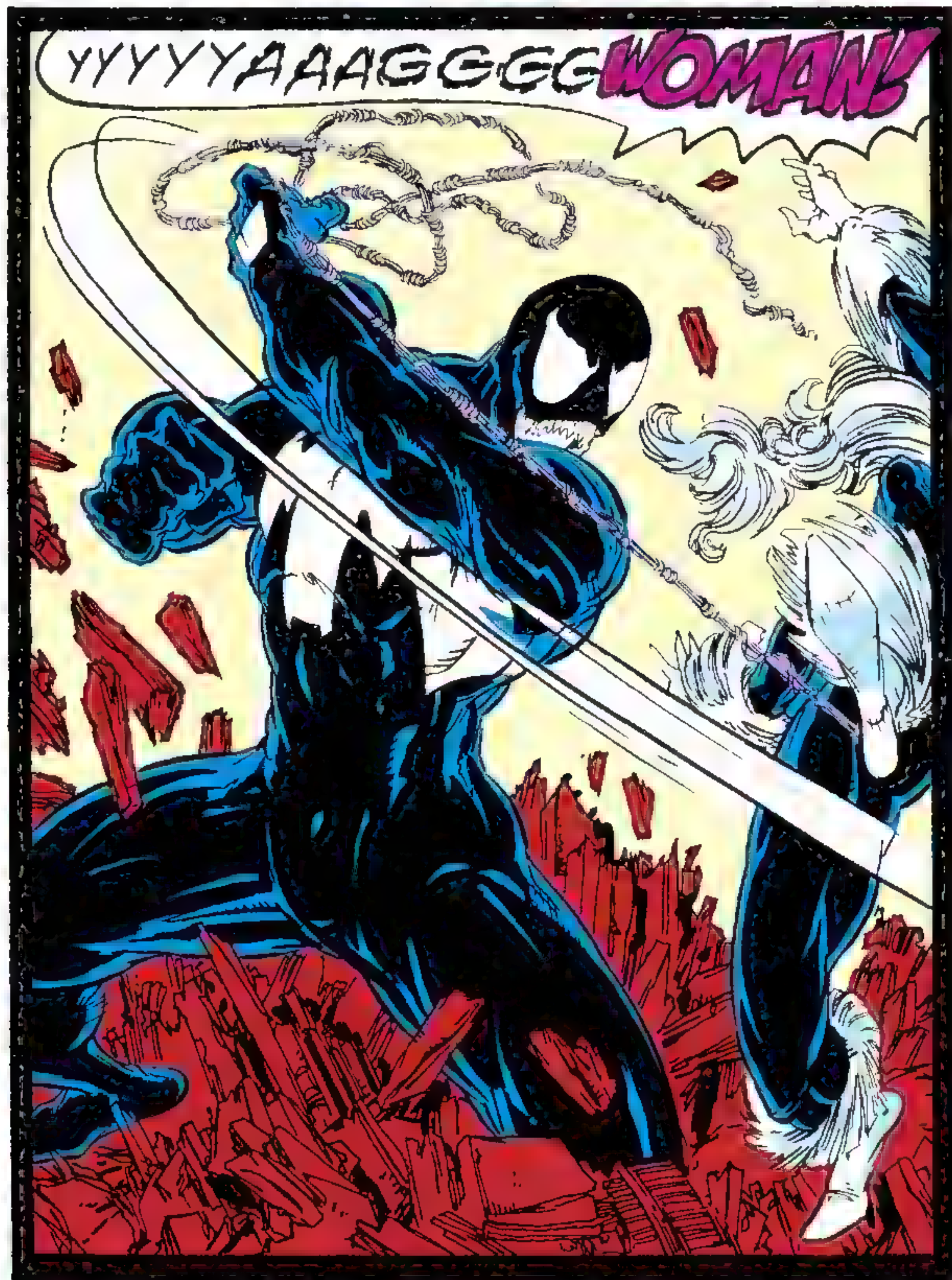
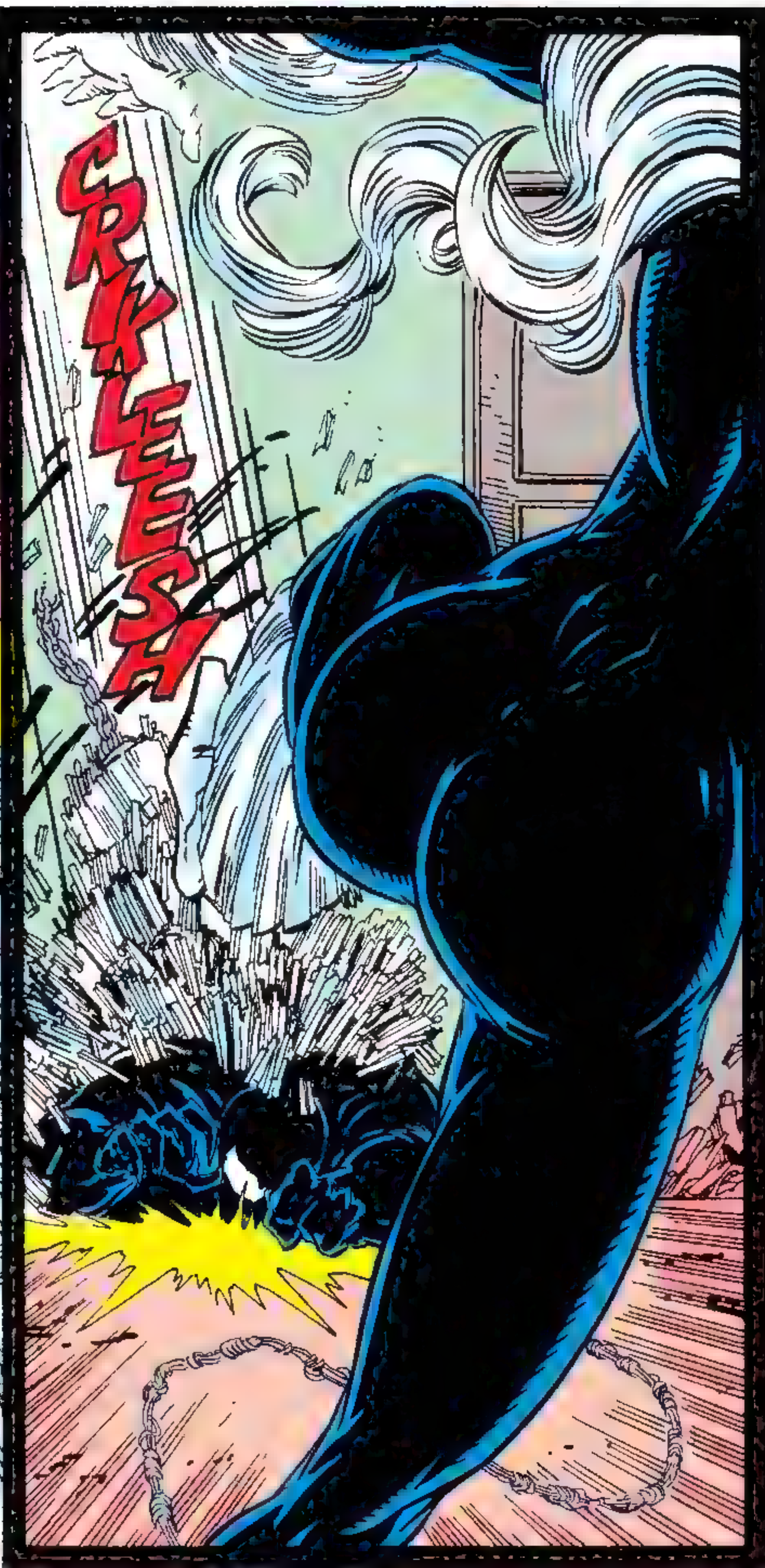
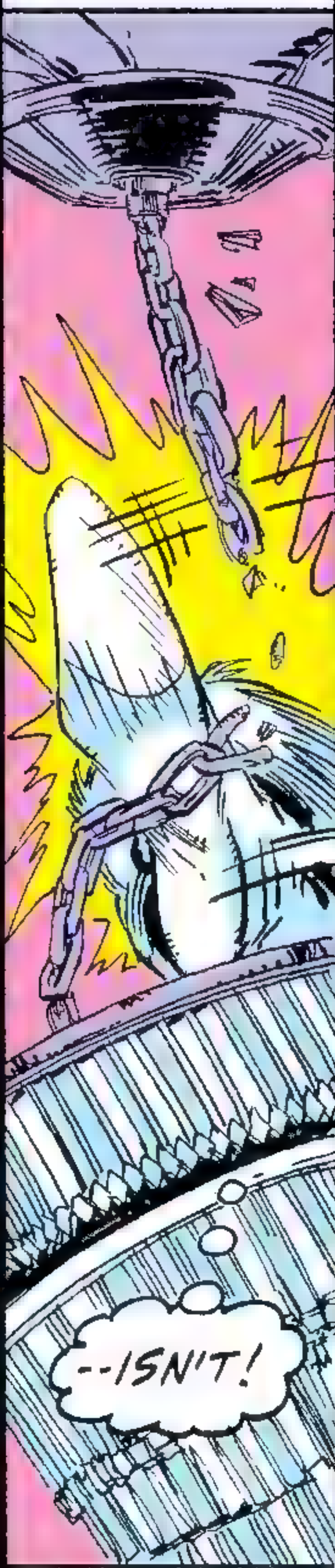
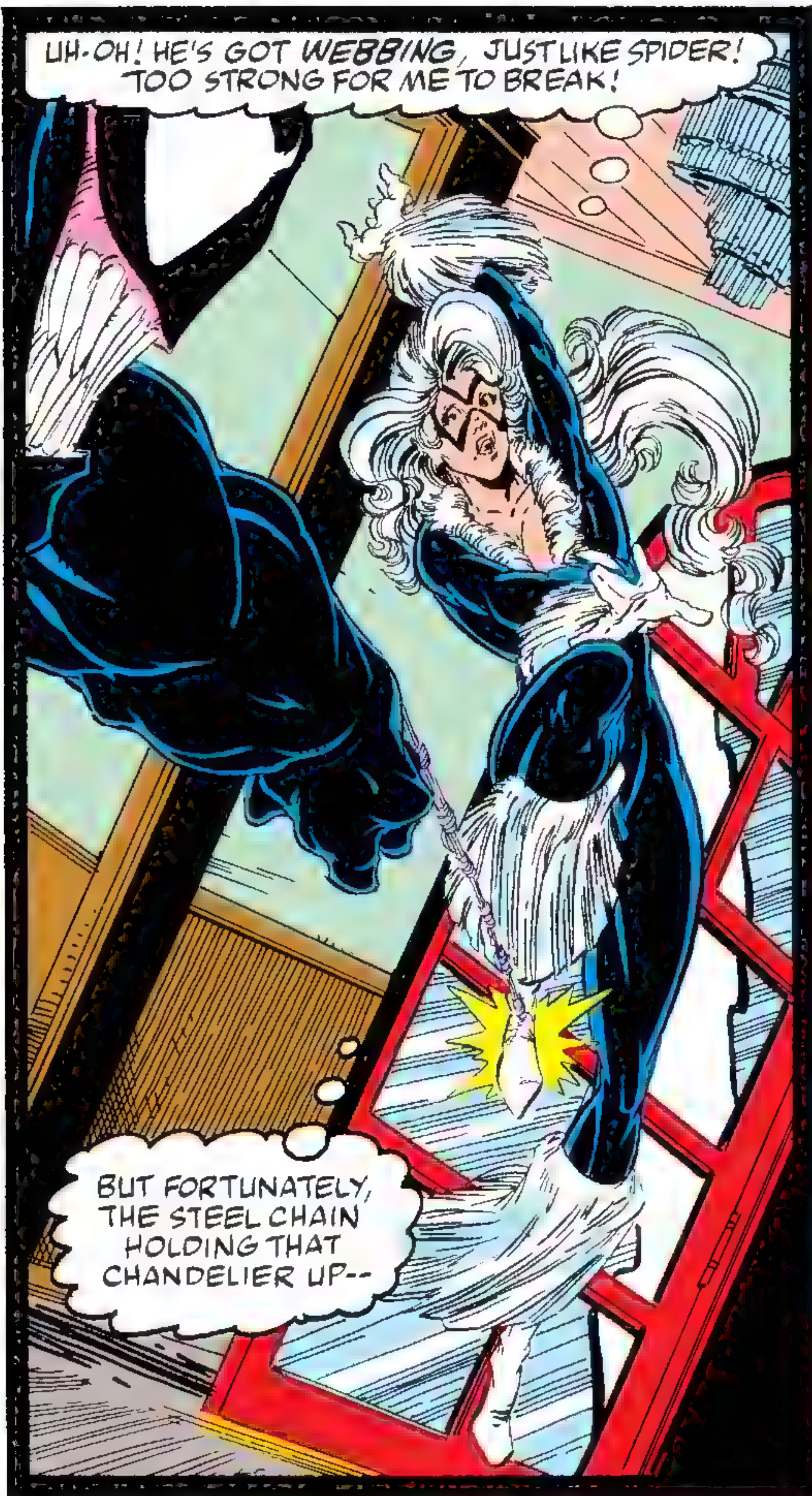
NO! COSTUME'S RIGHT, BUT HE'S TOO BIG! TOO...

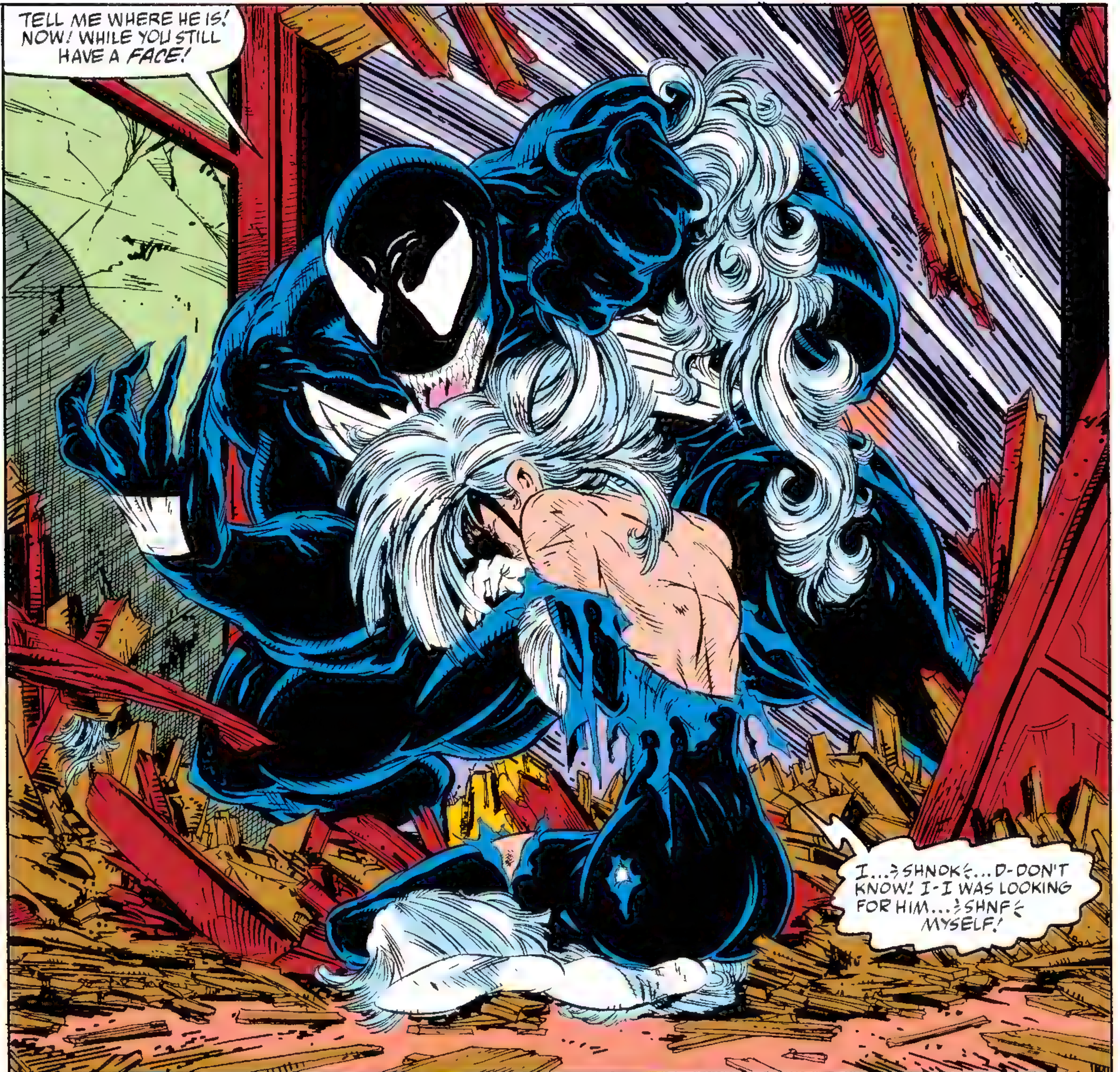
...EVIL!

THRAK

THE ONLY THING I'M TELLIN' YOU, BUSTER, IS WHERE TO **GO**!

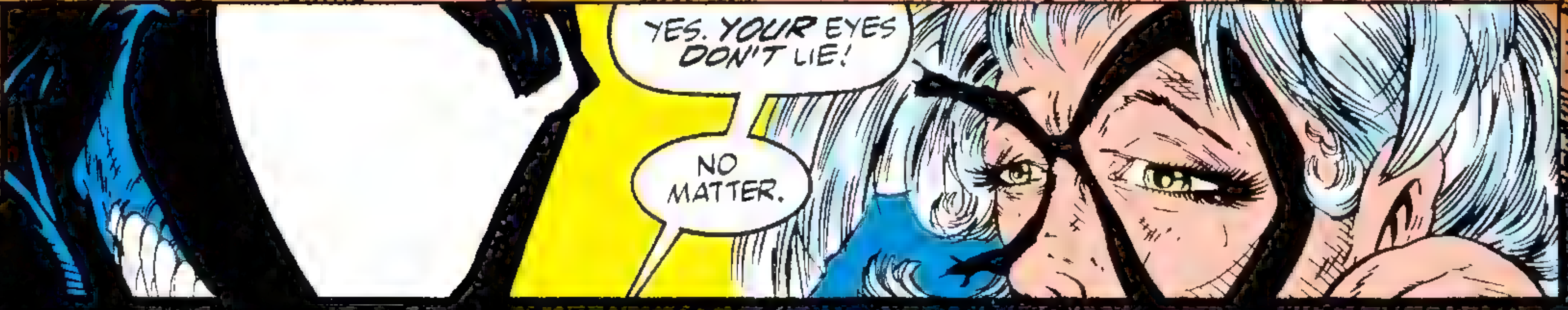
AND I **DON'T** THINK YOU'LL LIKE IT!





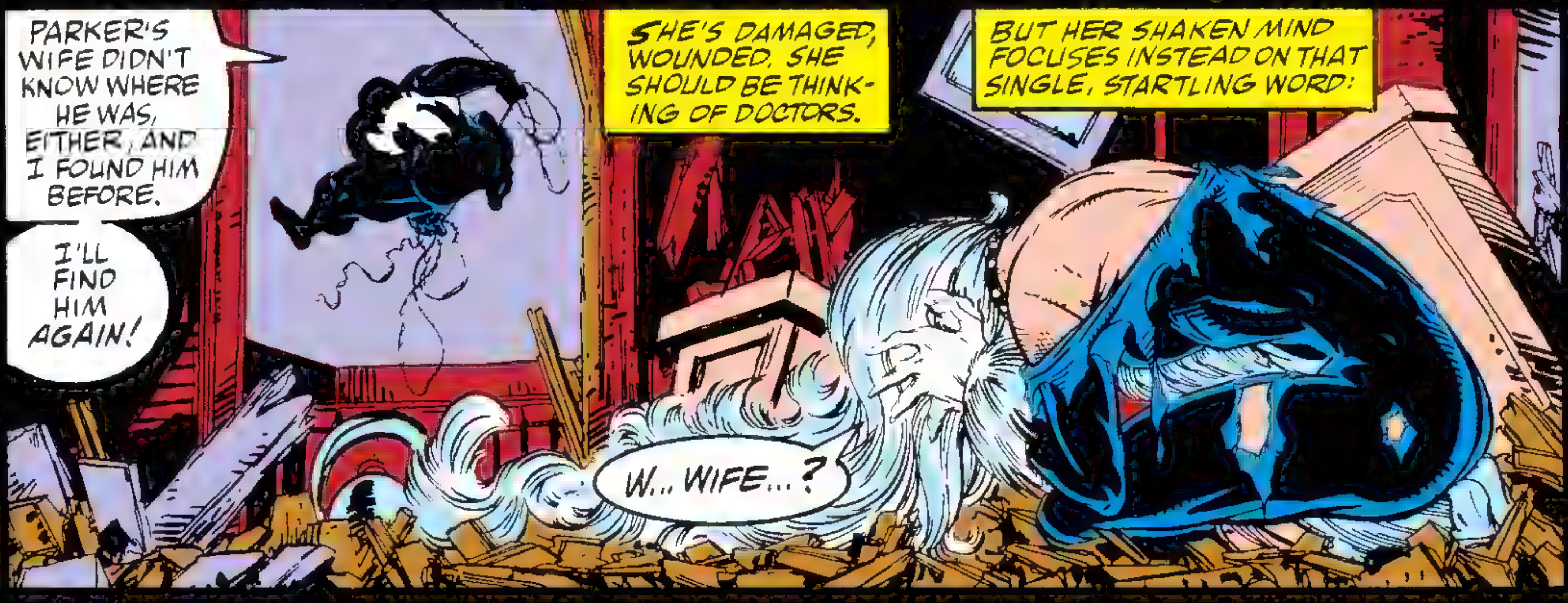
TELL ME WHERE HE IS!
NOW! WHILE YOU STILL
HAVE A FACE!

I...SHNOK...D-DON'T
KNOW! I-I WAS LOOKING
FOR HIM...SHNF
MYSELF!



YES. YOUR EYES
DON'T LIE!

NO
MATTER.



PARKER'S
WIFE DIDN'T
KNOW WHERE
HE WAS,
EITHER, AND
I FOUND HIM
BEFORE.

I'LL
FIND
HIM
AGAIN!

SHE'S DAMAGED,
WOUNDED. SHE
SHOULD BE THINK-
ING OF DOCTORS.

BUT HER SHAKEN MIND
FOCUSES INSTEAD ON THAT
SINGLE, STARTLING WORD!

W... WIFE...?

SPEAKING OF WHOM, SEVERAL
STORIES BELOW...

I'M SURE
GONNA MISS
SEEIN' YOU
AN' MR. PARKER,
MA'AM.

WE'LL
MISS YOU,
TOO, WALLY.
BUT WE'LL
STOP BY
AND SAY 'HI'
WHENEVER
WE'RE--

> GASP <

SOMETHIN'
WRONG? YOU
LOOK PALE.

I... I'M FINE,
WALLY. I-I
JUST--

-- FELT A
CHILL.

DARKNESS
DESCENDS, AND
AS PETER PARKER
RETURNS TO THE
FOREST HILLS
BOARDING HOUSE
RUN BY HIS
AUNT MAY...

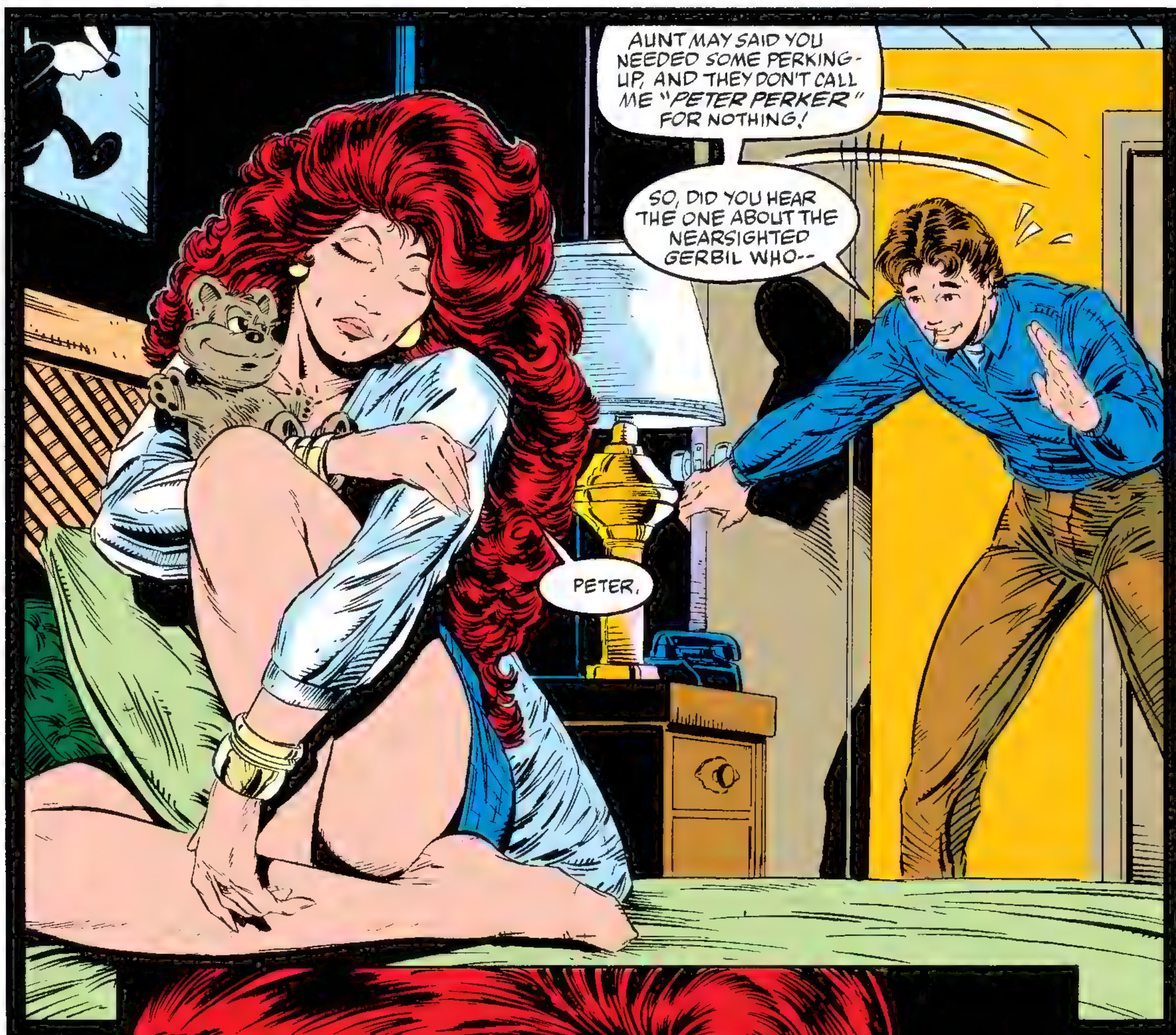
TOP O' TH' EVENIN' TO YE,
PRETTY LADY! WHAT'S UP?

MARY JANE SEEMS UPSET,
DEAR. MAYBE YOU SHOULD
TALK WITH HER.

AND...

MJ?

SHE'S
UPSTAIRS.



AUNT MAY SAID YOU NEEDED SOME PERKING-UP, AND THEY DON'T CALL ME "PETER PERKER" FOR NOTHING!

SO, DID YOU HEAR THE ONE ABOUT THE NEARSIGHTED GERBIL WHO--

PETER,



HE'S BACK.

JOVIALITY FADES SWIFTLY AS PETER LISTENS TO HIS WIFE'S STORY, A TERSE TALE OF BLACK-AND-WHITE HORROR SEEN SWINGING AWAY FROM THE BEDFORD TOWERS, HORROR THAT HAS A NAME!



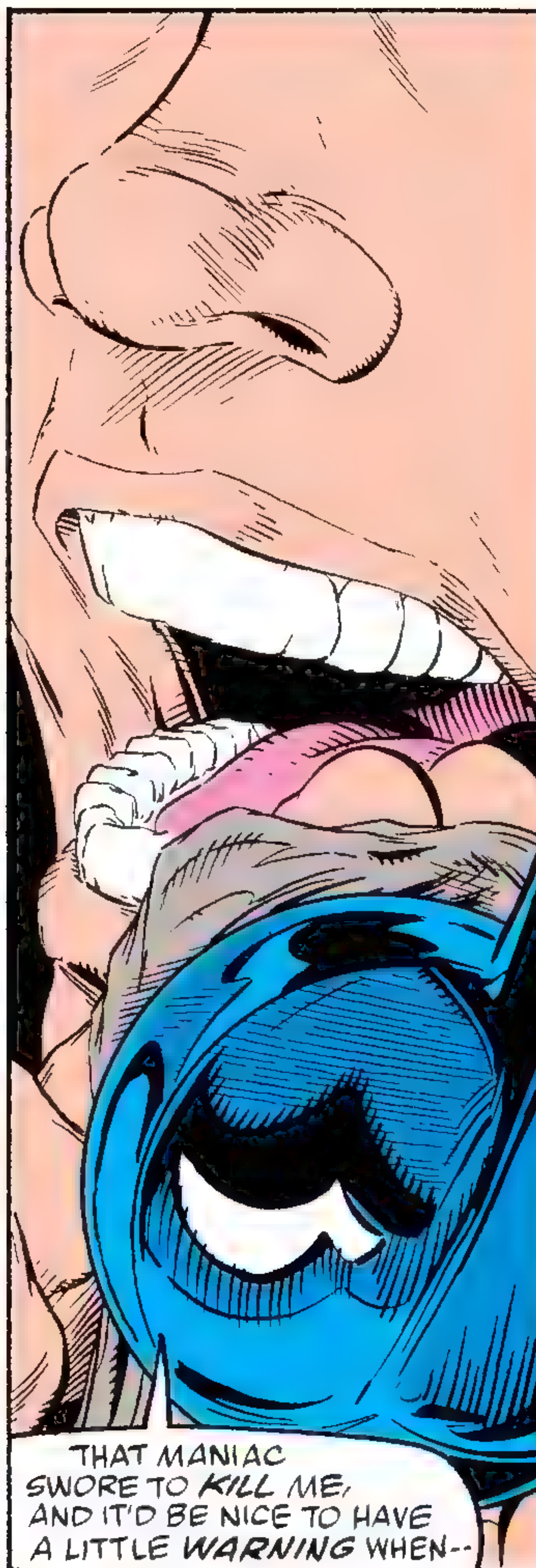
VENOM! BUT HE'S SUPPOSED TO BE LOCKED AWAY!

I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!

BUT CALLS TO GOVERNMENT AGENCIES ARE REFERRED TO OTHER AGENCIES, THEN OTHERS STILL. UNTIL FINALLY...

LOOK, I'M TIRED OF GETTING THE RUN-AROUND! I'M TELLING YOU THIS IS SPIDER-MAN, AND I WANT SOME ANSWERS!

LIKE WHY THE MEDIA HAVEN'T BEEN ALERTED THAT A NUT CASE CALLED VENOM ESCAPED FROM YOUR HIGHLY-TOUTED VAULT?



THAT MANIAC SWORE TO KILL ME, AND IT'D BE NICE TO HAVE A LITTLE WARNING WHEN--

-- WHAT? YOU WERE TRYING TO PREVENT PANIC?

YOU SUGGEST I FILL OUT A FORMAL COMPLAINT?!

WAIT--! DON'T YOU DARE PUT ME ON HOLD! DON'T--



HE FOUND US ON CHELSEA STREET. HE FOUND WHERE WE LIVED AT THE BEDFORD. WHAT IF HE FINDS US... HERE?



DON'T WORRY, MJ, VENOM WON'T HAVE TO FIND ME-- BECAUSE I'M GOING TO FIND HIM!

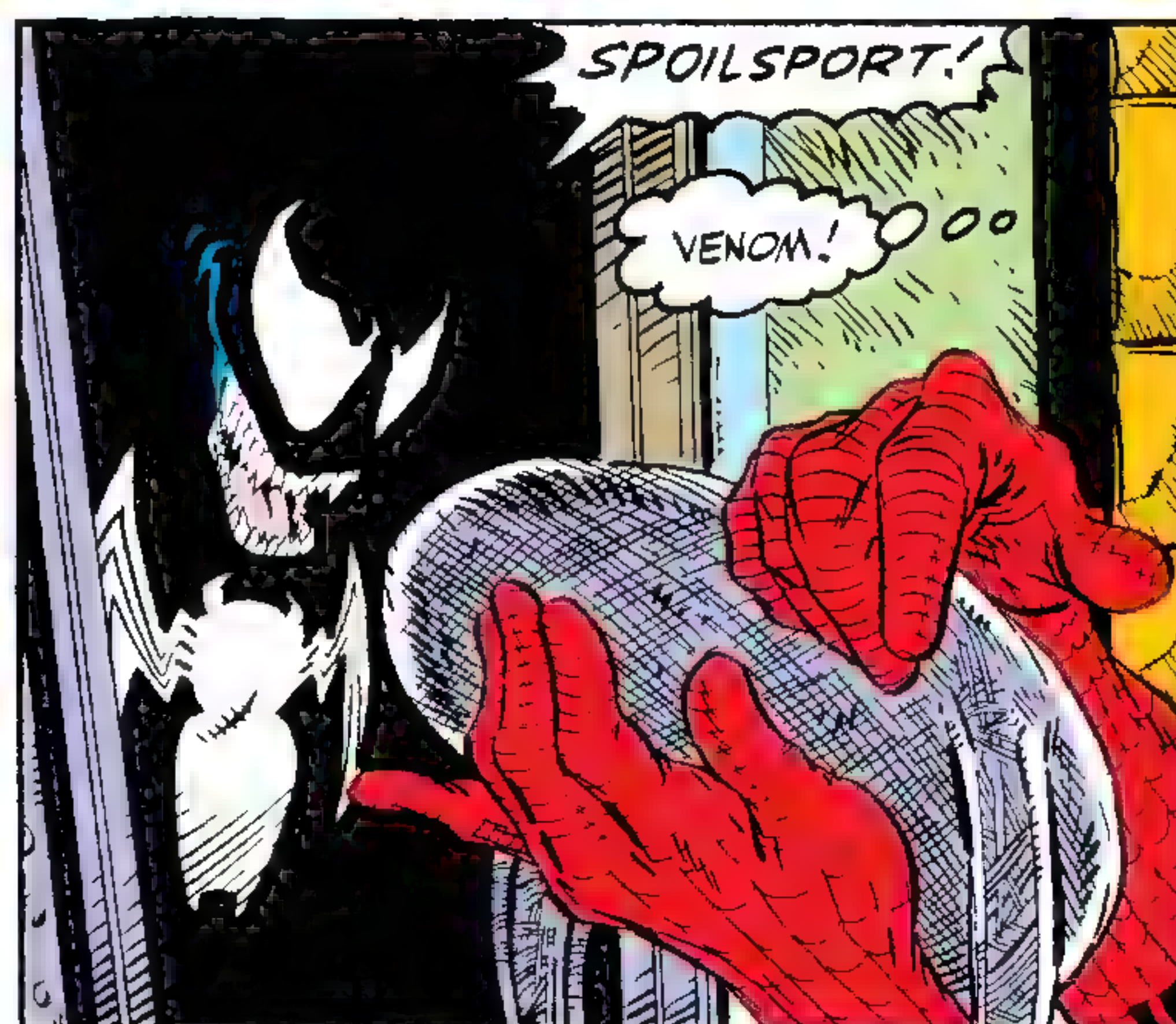
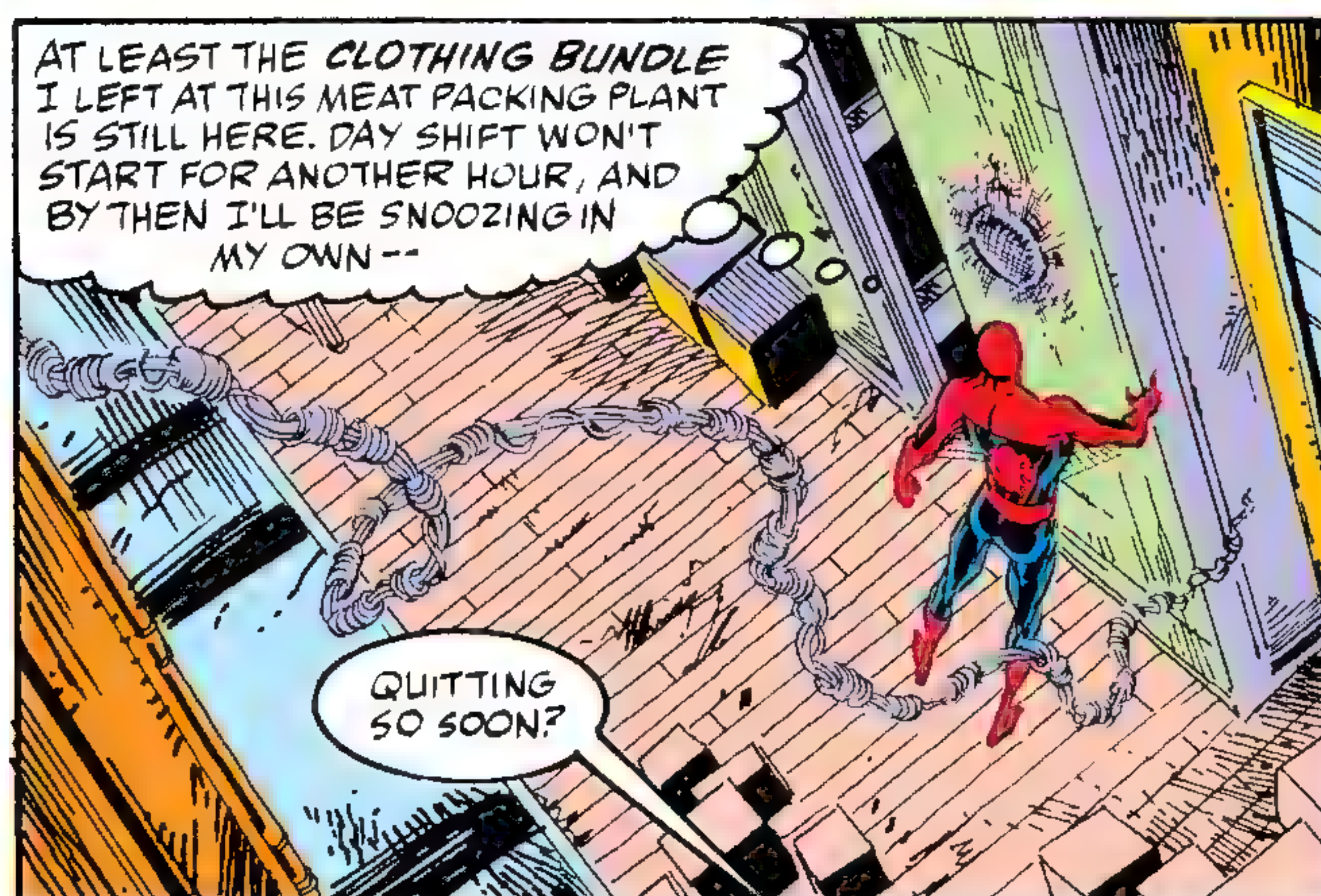
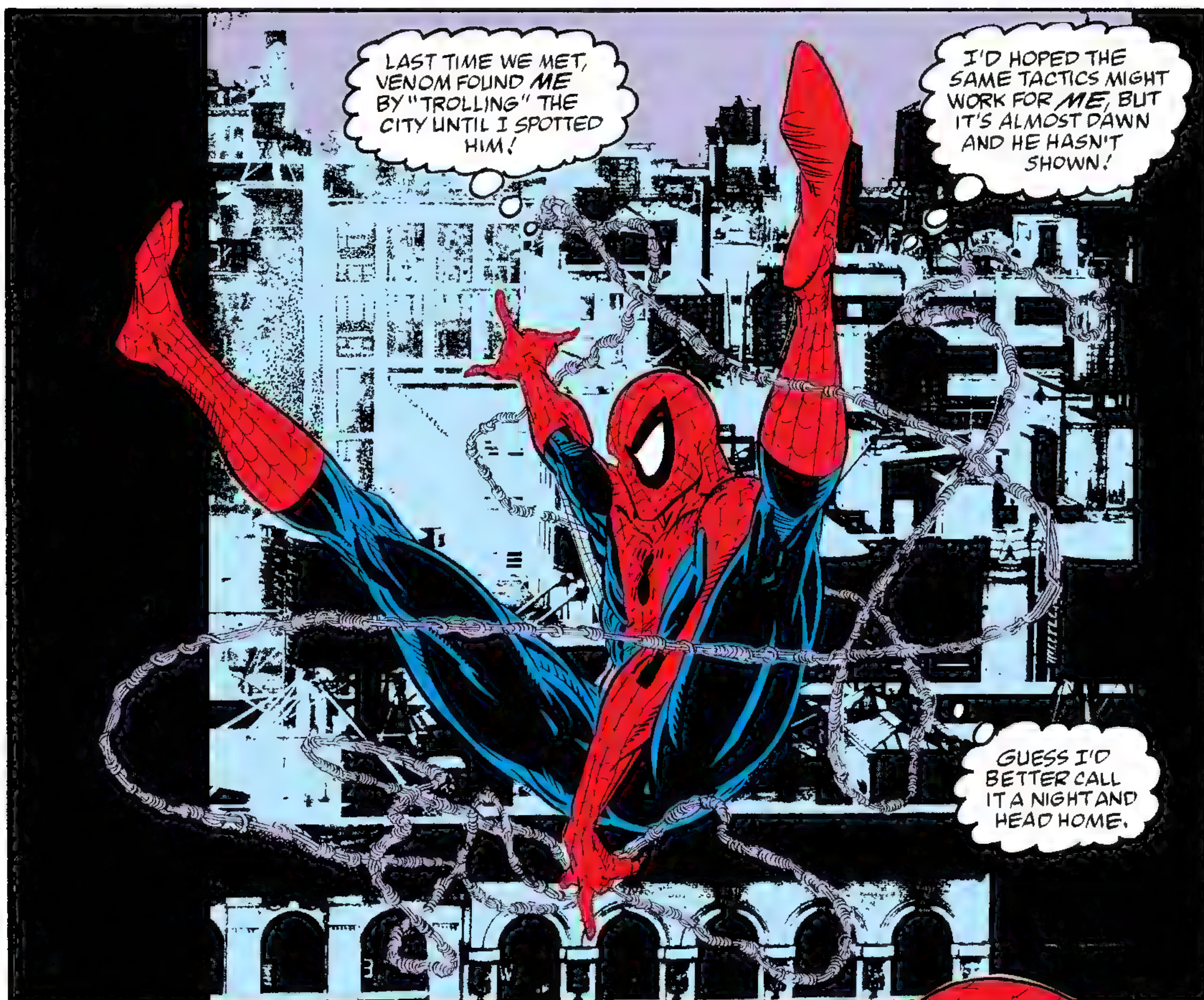
THUS, AS THE HOURS OF NIGHT CRAWL BY,
SPIDER-MAN CRISSCROSSES MANHATTAN
IN AN ALL-INCLUSIVE GRID.

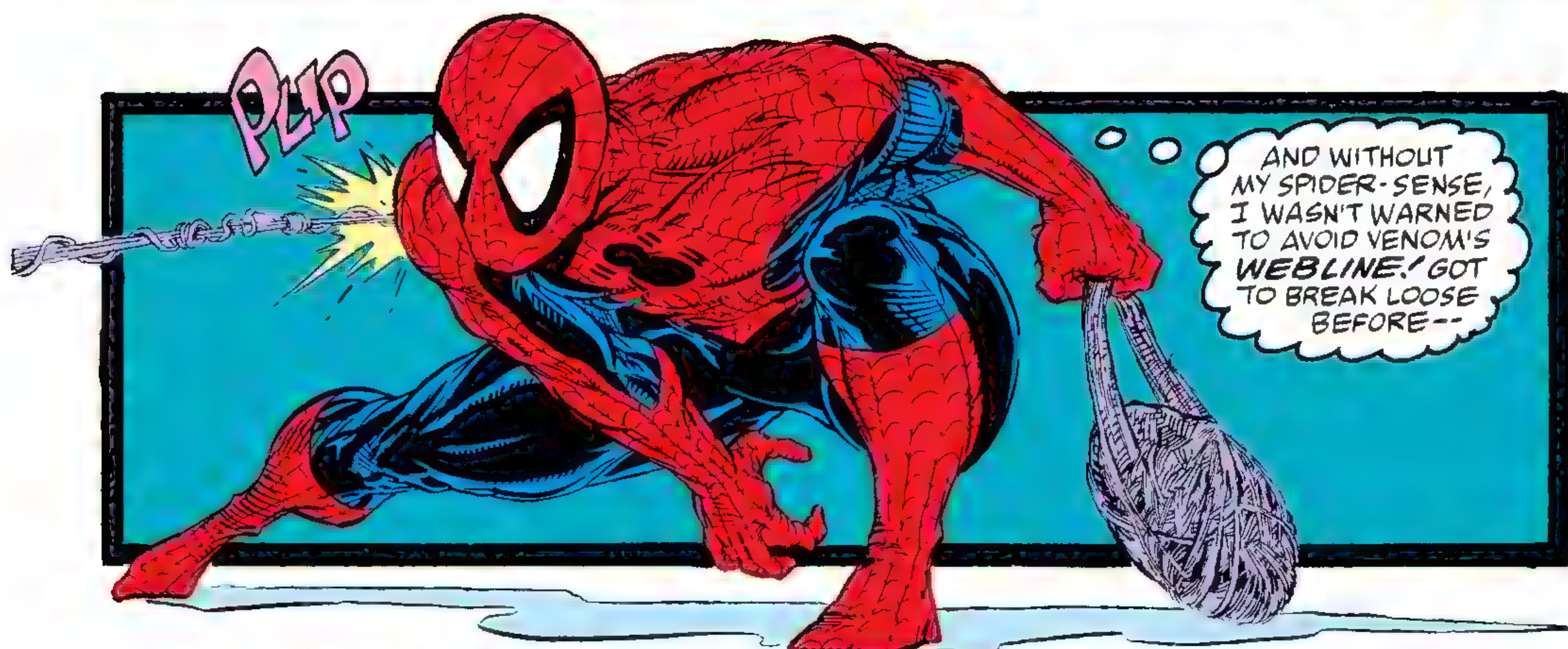
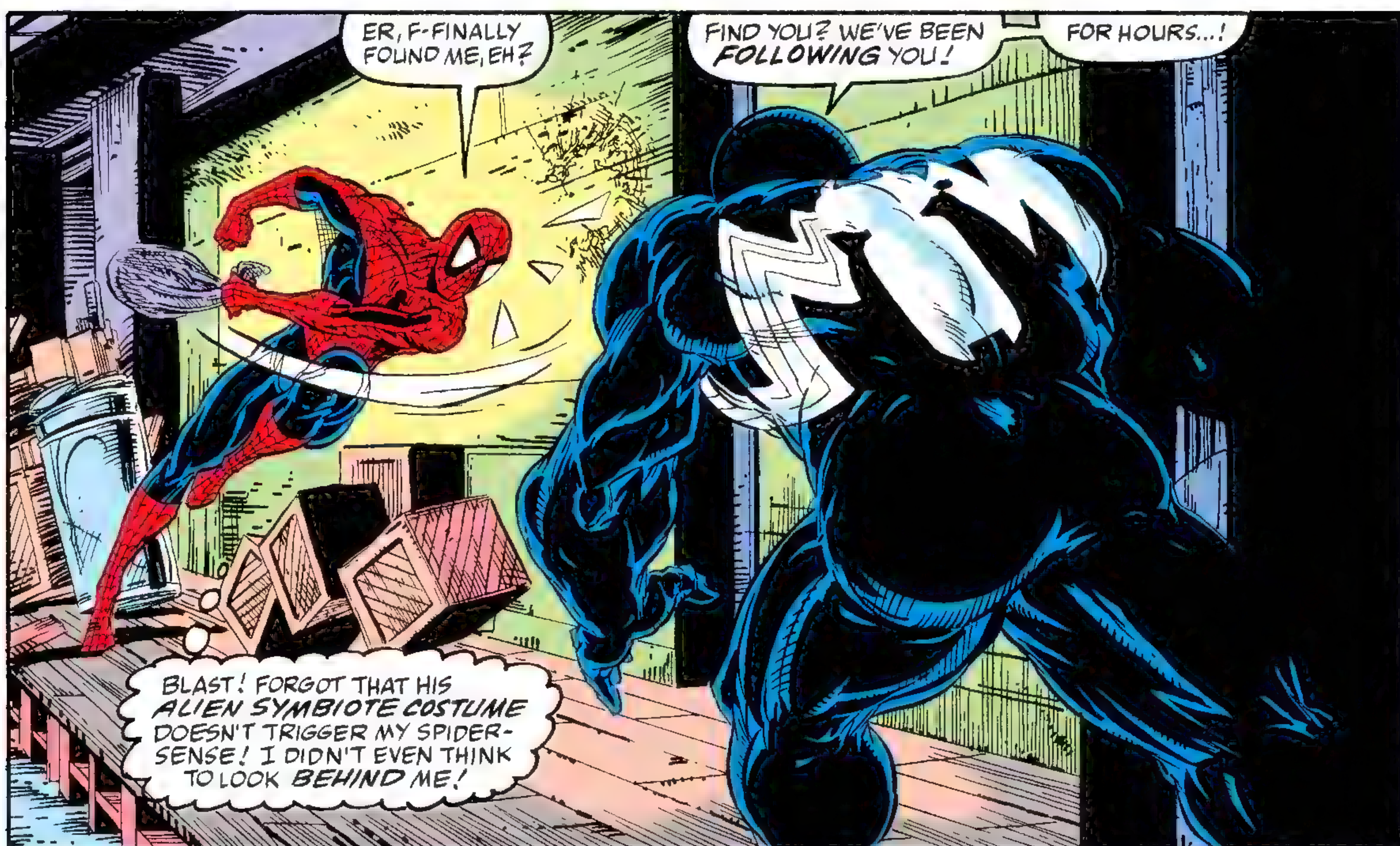
HE DOES NOT ENJOY
HIMSELF.

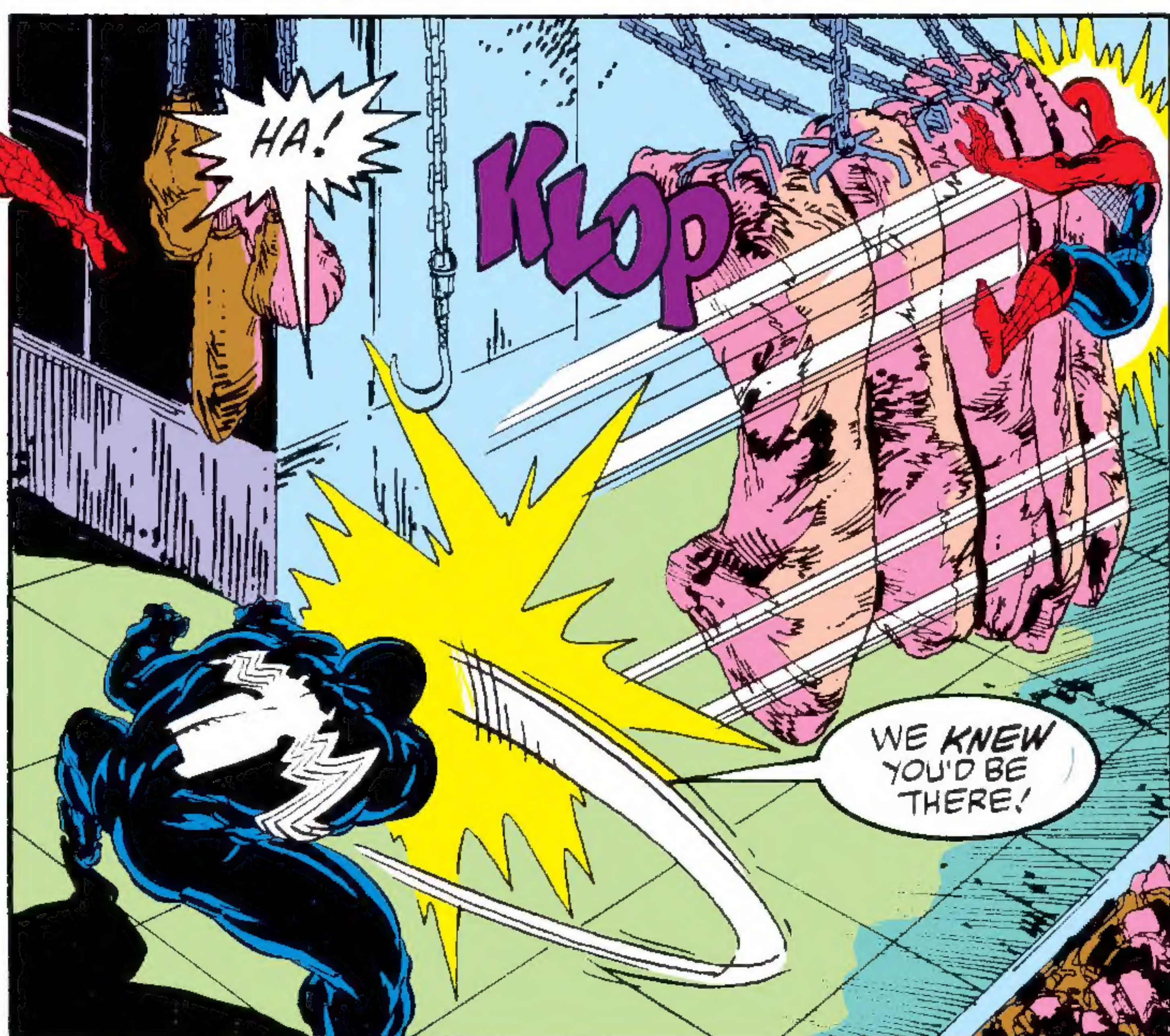
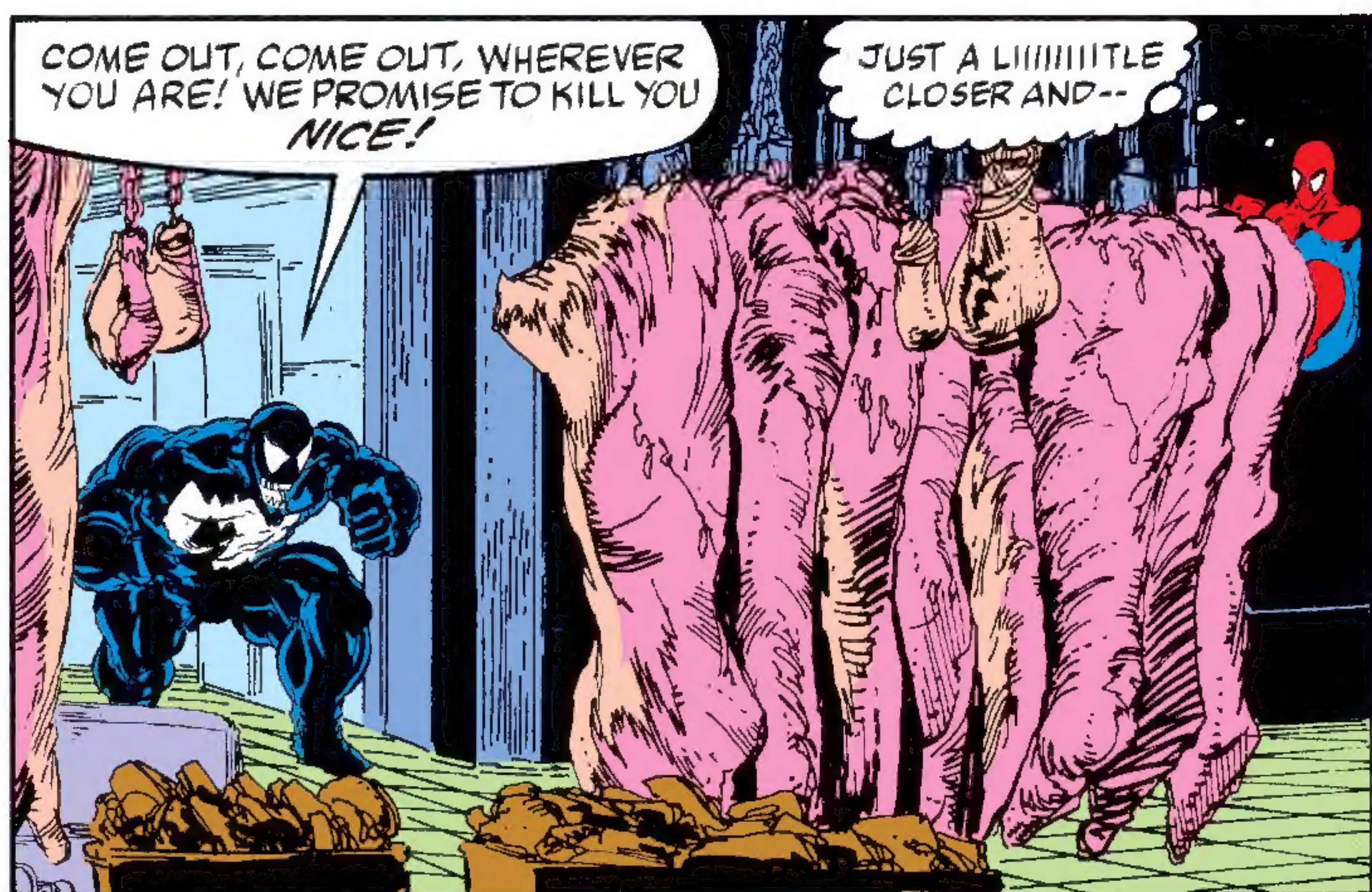
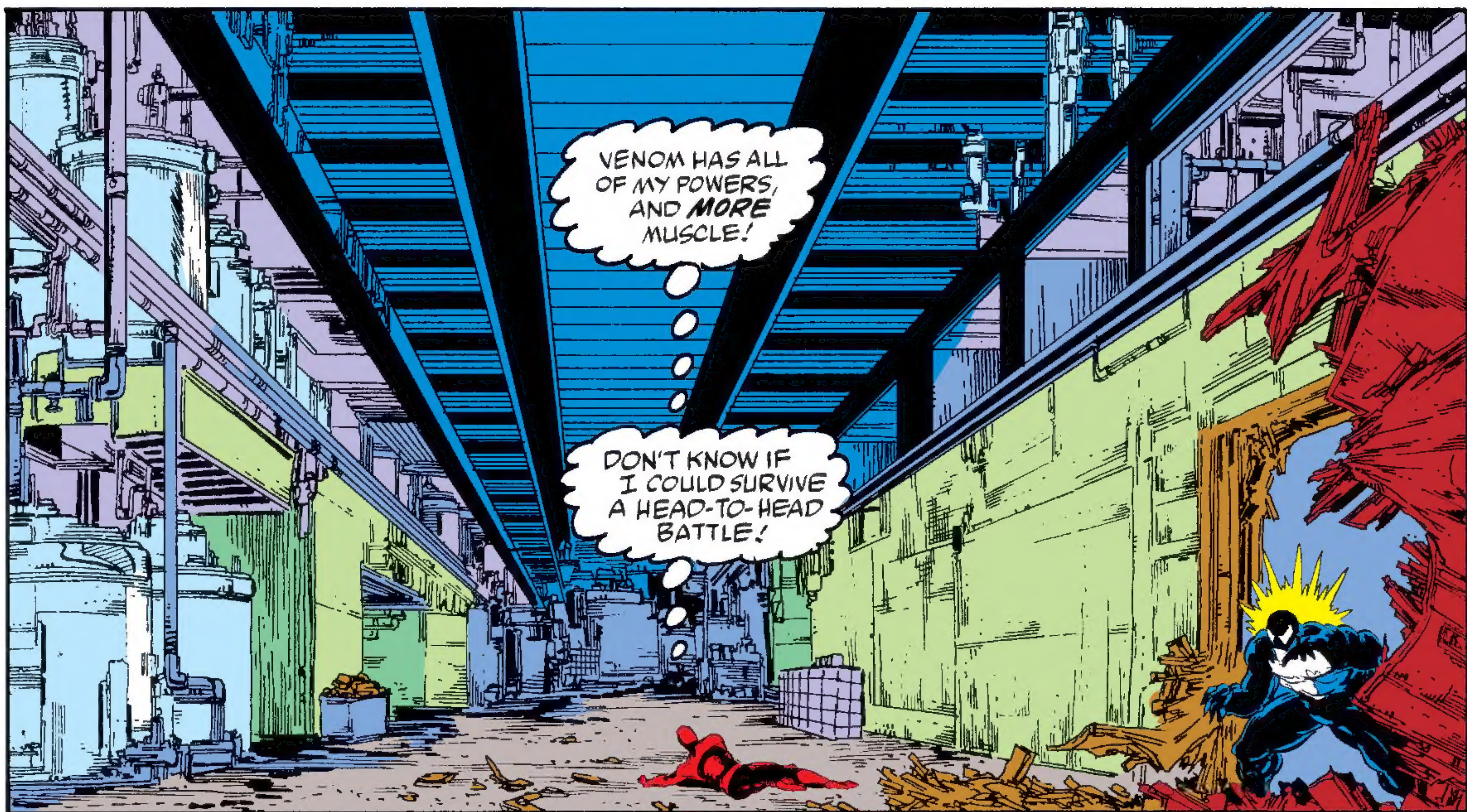
MAYBE MARY JANE
SHOULD WORRY. IF
VENOM FINDS OUT
WHERE WE'RE STAYING,
HE COULD NOT ONLY PUT
MJ IN DANGER, BUT
COULD THREATEN AUNT
MAY AND THE BOARDERS
AS WELL!

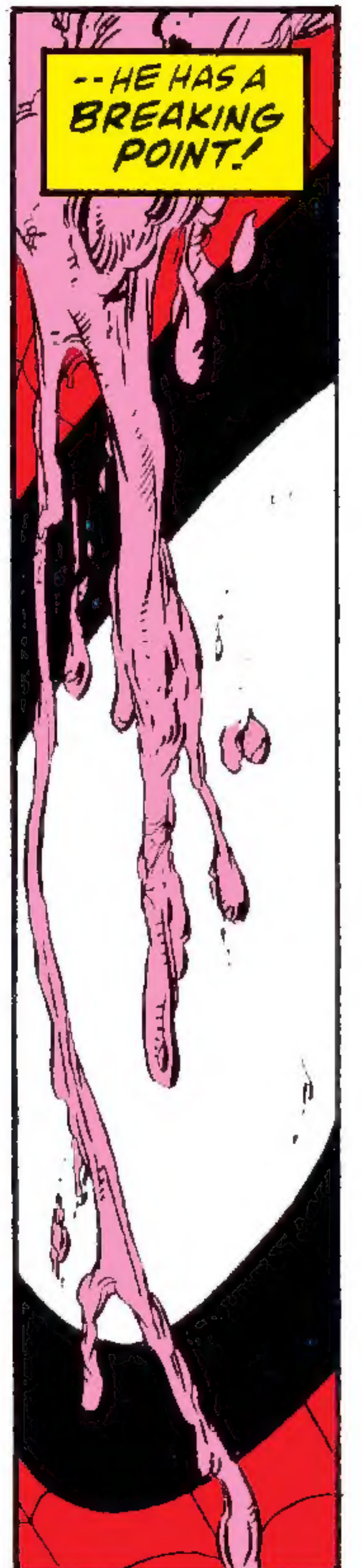
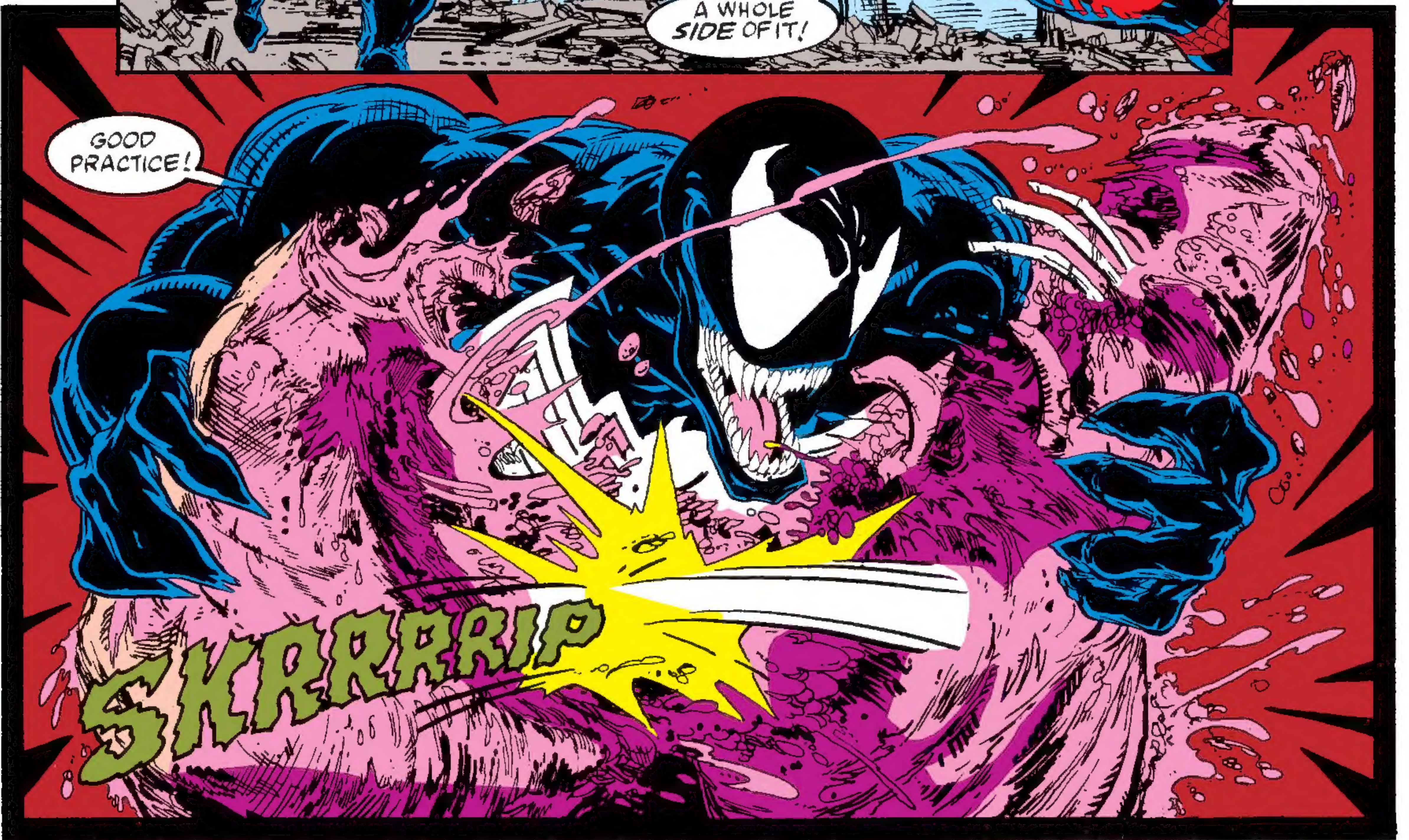
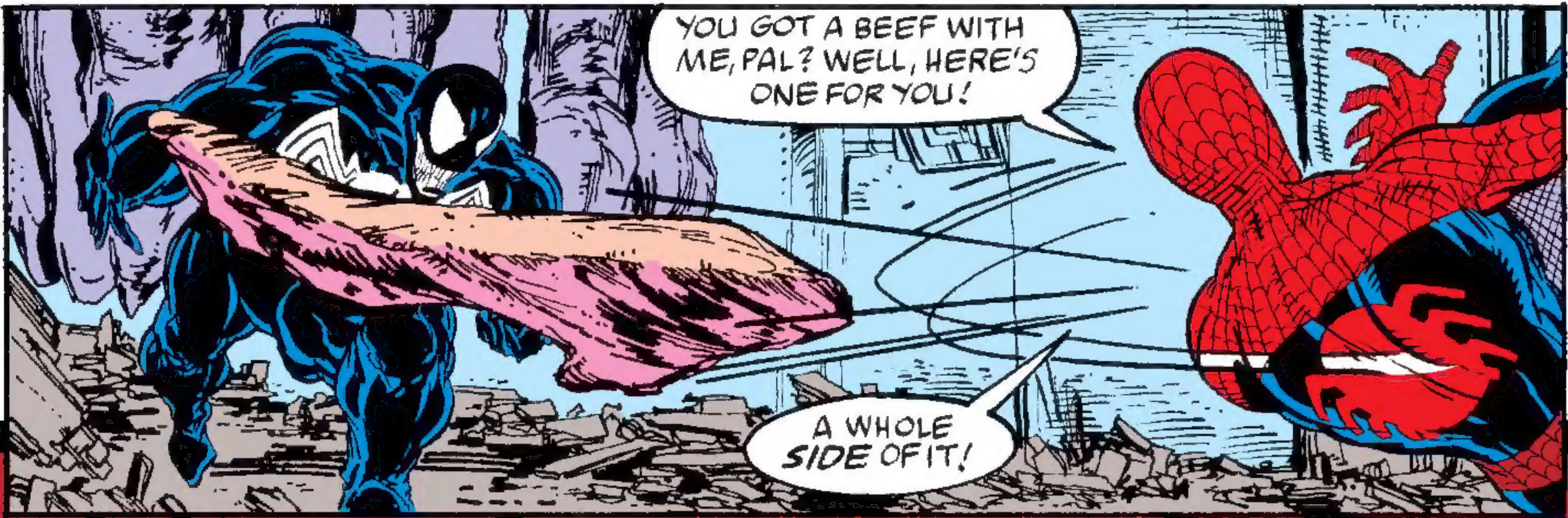
WHICH IS WHY I
HAVE NO CHOICE--
I HAVE TO TAKE
THE FIGHT TO
HIM!

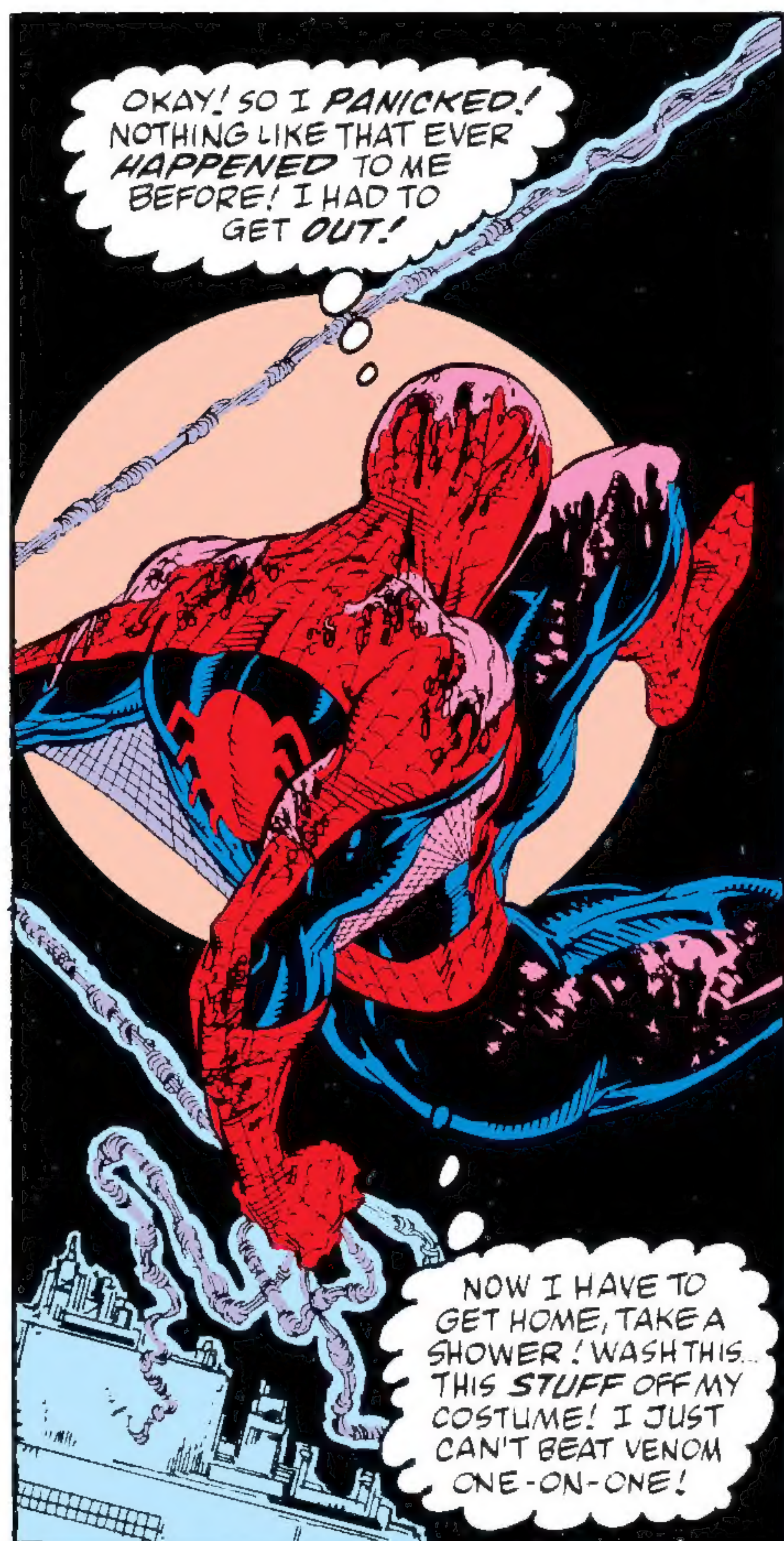
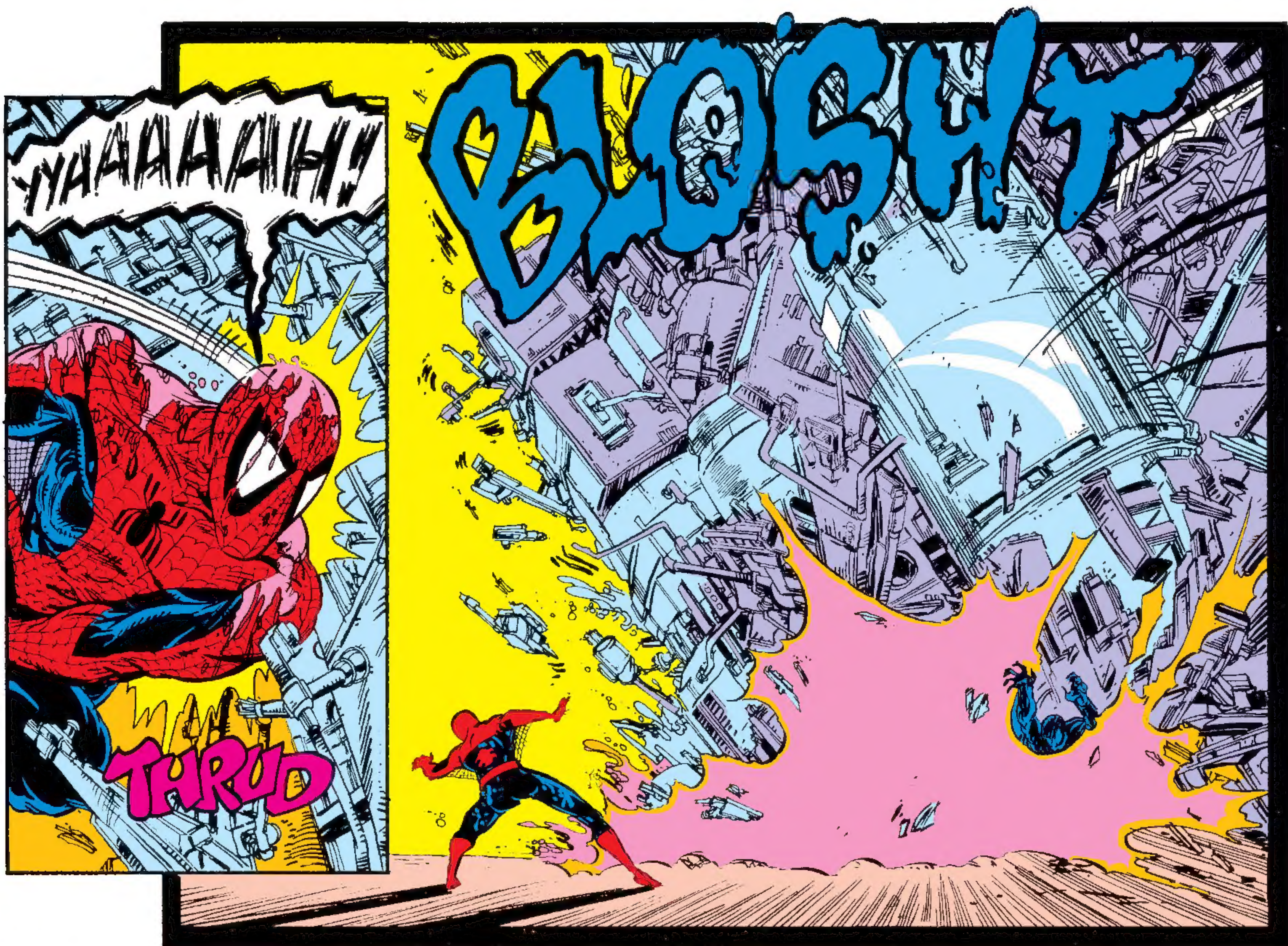
BE A LOT
EASIER IF I HAD
THE SLIGHTEST
IDEA WHERE
HE IS!











NEXT ISSUE:
GUESS WHO'S COMING TO DINNER!
 (HEH HEH HEH! HEH HEH HEH HEH HEH HEH...)



Shadowcat

